



General Electric Company
2901 East Lake Road, Erie, PA 16531

17405-A
RECORDATION NO. FILED 1425

August 28, 1991

AUG 29 1991 1 55 PM

VIA FEDERAL EXPRESS

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2302
Washington, D.C. 20423

1-241A006
\$15.00

**Subject: Recordation of Memorandum of
Locomotive Lease**

Dear Ms. Lee:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, are duplicate execution copies of a Memorandum of Lease Agreement, dated as of August 20, 1991, between General Electric Company ("Lessor") and The Atchison, Topeka and Santa Fe Railway Company ("Lessee"), a secondary document. The primary document to which this relates is recorded under ICC Recordation Number 17405.

The names and addresses of the parties to the enclosed Memorandum of Locomotive Lease are as follows:

LESSOR: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

LESSEE: The Atchison, Topeka and Santa Fe Railway
Company
1700 Golf Road
Schaumburg, Illinois 60173-5860

AUG 29 1 50 PM '91
MOTOR OPERATING UNIT

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$15.00 for the required recording fee.

Following recordation, please return one original of the enclosed document, together with any other copies not needed by the Commission, bearing appropriate recordation data, to Michael J. Baughman, Counsel, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

A short summary of the document to appear in the index follows:

SECONDARY DOCUMENT

Memorandum of Lease, dated as of August 20, 1991, between General Electric Company ("Lessor") and The Atchison, Topeka and Santa Fe Railway Company ("Lessee"), relating to fifteen (15) General Electric Diesel Electric Locomotives, bearing Road Nos. 7494, 7489, 7491, 7493, 7484, 7485, 7492, 7496, 7497, 7499, 8015, 8125, 8139, 8132 and 8138

Respectfully submitted,



Dennis C. Taylor, Manager-
Locomotive Leasing

Enclosures

SCHEDULE I

Description of Locomotive(s)

<u>Type of Equipment</u>	<u>Number of Units</u>	<u>Road Number(s)</u>
General Electric Diesel Electric Locomotives	15	7494 7489 7491 7493 7484 7485 7492 7496 7497 7499 8015 8125 8139 8132 8138

Interstate Commerce Commission

Washington, D.C. 20423

8/29/91

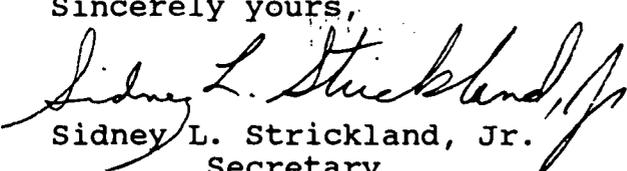
OFFICE OF THE SECRETARY

Dennis C. Taylor
Manager-Locomotive Leasing
GE Transportation Systems
2901 East Lake Road
Erie, PA. 16531

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/29/91 at 1:55PM, and assigned recordation number(s). 17405-A.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

MEMORANDUM OF MASTER LOCOMOTIVE LEASE AGREEMENT

On the 27th day of June, 1991, but effective as of March 8, 1991, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), and The Atchison, Topeka and Santa Fe Railway Company, a Delaware corporation with offices at 1700 East Golf Road, Schaumburg, Illinois 60173-5860 ("Lessee"), entered into a Master Locomotive Lease Agreement. By virtue of Locomotive Lease Schedule Number ATSF 91-2, dated and effective as of August 20, 1991, General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee pursuant to said Master Locomotive Lease Agreement and said Locomotive Lease Schedule:

LOCOMOTIVE LEASE SCHEDULE NUMBER ATSF 91-2

REGISTRATION NO 17405-A FILED 1428

<u>Road Number</u>	<u>Model</u>	
7494, 7489, 7491, 7493, 7484, 7485, 7492, 7496, 7497, 7499	B36-7 B36-7	AUG 29 1991 7 55 PM INTERSTATE COMMERCE COMMISSION
8015, 8125, 8139, 8132, 8138	C30-7	

GENERAL ELECTRIC COMPANY

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

By: Dennis Taylor
 Name DENNIS C. TAYLOR
 Title MGR. - LOCOMOTIVE LEASING

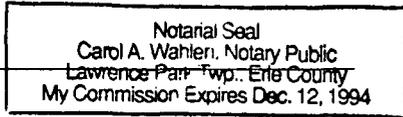
By: D. M. Surin
 Name DOUGLAS M. SIZEMORE
 Title AVP - CMO

Commonwealth of Pennsylvania }
 County of Erie }

On this, the 20th day of August, 1991, before me, the undersigned officer, personally appeared Dennis C. Taylor, who acknowledged himself to be the Manager, Locomotive Leasing of General Electric Company, a corporation, and that he as Manager, Locomotive Leasing, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Manager, Locomotive Leasing.

In witness whereof, I hereunto set my hand and official seal.

My commission expires: _____



Carol A. Wahlen
 Notary Public

State of Illinois }
 County of Cook }

On this, the 21st day of August, 1991, before me, the undersigned officer, personally appeared D.M. SIZEMORE, who acknowledged himself to be the ASST. V.P. + CHIEF MECHANICAL OFFICER of The Atchison, Topeka and Santa Fe Railway Company, a corporation, and that he as ASST. V.P. + CHIEF MECHANICAL OFFICER being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as ASST. V.P. + CHIEF MECHANICAL OFFICER.

In witness whereof, I hereunto set my hand and official seal.

My commission expires: 2-9-92

L. M. Surin
 Notary Public

