



3-050A144

Transportation Systems Marketing and Sales
General Electric Company
2901 East Lake Road, Erie, PA 16531

RECORDATION NO. 17405 FILED 1488

FEB 19 1993 2-25 PM

February 18, 1993

VIA FEDERAL EXPRESS

INTERSTATE COMMERCE COMMISSION

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

**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 January 29, 1993, 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

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 \$16.00 for the required recording fee.

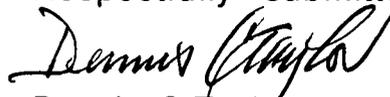
Following recordation, please return one original of the enclosed document, together with any other copies not needed by the Commission, bearing appropriate recordation data, to Michael J. Baughman, Counsel, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

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

SECONDARY DOCUMENT

Memorandum of Lease, dated as of January 29, 1993, between General Electric Company ("Lessor") and The Atchison, Topeka and Santa Fe Railway Company ("Lessee"), relating to twenty General Electric Diesel Electric Locomotives, bearing Road Nos. 8023, 8056, 8133, 8143, 8148, 8053, 8125, 8032, 8075, 8135, 8126, 8015, 8124, 8145, 8087, 8026, 8129, 8078, 8142, 8146.

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	20	8023
		8056
		8133
		8143
		8148
		8053
		8125
		8032
		8075
		8135
		8126
		8015
		8124
		8145
		8087
		8026
8129		
8078		
8142		
8146		

Interstate Commerce Commission
Washington, D.C. 20423

2/24/93

OFFICE OF THE SECRETARY

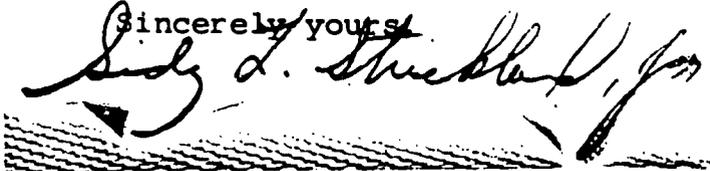
Michael J. Baughman
Counsel

General Electric Company
2901 East Lake Road
Building 14-5 Erie, PA. 16531

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/19/93 at 2.25pm, and assigned re-
recording number(s). 17405-I

Sincerely yours,



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SE-30
(7/79)

FEB 19 1993 2-25 PM

MEMORANDUM OF LEASE

INTERSTATE COMMERCE COMMISSION

On the 29th day of January, 1993, 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 Locomotive Lease Schedule Number ATSF 93-1, by which the General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee. Such Locomotive Lease Schedule incorporates all of the terms and conditions of that certain Master Locomotive Lease Agreement dated March 8, 1991, between Lessor and Lessee, a Memorandum of which was duly filed with the Interstate Commerce Commission on July 1, 1991 at 3:45 P.M. under I.C.C. file/index number 17405.

<u>Road Number</u>			<u>Model</u>
8023	8056	8133	C30-7
8143	8148	8053	C30-7
8125	8032	8075	C30-7
8135	8126	8015	C30-7
8124	8145	8087	C30-7
8026	8129	8078	C30-7
8142	8146		C30-7

GENERAL ELECTRIC COMPANY

THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY

By: *Dennis C. Taylor*

By: *D.M. Sizemore*

Name: Dennis C. Taylor

Name: D.M. SIZEMORE

Title: Manager - Locomotive Leasing

ASST. VICE PRESIDENT &
Title: CHIEF MECHANICAL OFFICER

Commonwealth of Pennsylvania }
County of Erie }

On this, the 29th day of January, 1993, 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.

NOTARIAL SEAL
BETTY A. MANUCCI, Notary Public
Erie, Erie County
My Commission Expires Jan. 14, 1995

Betty A. Manucci
Notary Public

My commission expires: _____

State of Illinois }
County of Cook }

On this, the 3rd day of February, 1993, before me, the undersigned officer, personally appeared D.M. SIZEMORE, who acknowledged himself to be the AVP + CMO of The Atchison, Topeka and Santa Fe Railway Company, a corporation, and that he as AVP + CMO, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as AVP + CMO.

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

L.M. Surin
Notary Public

My commission expires: _____

OFFICIAL SEAL
L M SURIN
NOTARY PUBLIC STATE OF ILLINOIS
MY COMMISSION EXP. JAN. 17, 1996