



**GE Transportation  
Systems**

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

17405-L

August 10, 1993

**VIA FEDERAL EXPRESS**

3-223A001

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

**Subject: Recordation of Memorandum of  
Lease**

Dear Ms. Lee:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, is an original and one copy/counterpart of a Memorandum of Lease Agreement, dated as of August 6, 1993, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), a secondary document. The primary document to which this relates is recorded under ICC Recordation Number 17405-E.

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

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

**LESSEE:** Southern Pacific Transportation Company  
Southern Pacific Building  
One Market Plaza  
San Francisco, CA. 94105

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.

AUG 11 10 50 AM '93  
MOTOR OPERATING UNIT

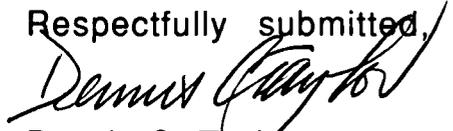
Following recordation, please return one original of the enclosed document, together with any extra copies not needed by the Commission for recordation, to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

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

SECONDARY DOCUMENT

Memorandum of Lease, dated as of August 6, 1993, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), relating to 13 General Electric Diesel Electric Locomotives, bearing Road Nos. 8021, 8025, 8032, 8053, 8093, 8130, 8134, 8135, 8137, 8139, 8143, 8146, 8148.

Respectfully submitted,



Dennis C. Taylor  
Manager, Locomotive Leasing

Enclosures

**SCHEDULE I**

**Description of Locomotives**

<b><u>Type of Equipment</u></b>	<b><u>Number of Units</u></b>	<b><u>Road Numbers</u></b>
General Electric Diesel Electric Locomotives	13	8021 8025 8032 8053 8093 8130 8134 8135 8137 8139 8143 8146 8148

**Interstate Commerce Commission**  
Washington, D.C. 20423

8/11/93

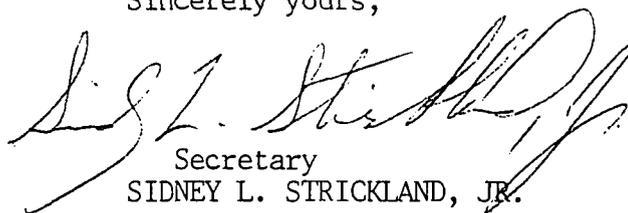
OFFICE OF THE SECRETARY

Dennis C. Taylor  
GE Transportation Systems  
2901 East Lake Road  
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 **8/11/93** at **10:55AM**, and assigned recordation number(s). **17405-L.**

Sincerely yours,



Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

9/11/93

17405-L

**MEMORANDUM OF LEASE**

On the 6th day of August, 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 Southern Pacific Transportation Company, a Delaware corporation with offices at Southern Pacific Building, One Market Plaza, San Francisco, California 94105 ("Lessee"), entered into Locomotive Lease Schedule Number SP 93-2, 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 April 23, 1992 between Lessor and Lessee, a Memorandum of which was duly filed with the Interstate Commerce Commission on May 21, 1992 at 2:20 P.M. under I.C.C. file/index number 17405-E.

**Locomotive Lease Schedule Number SP 93-2**

<u>Road Number</u>	<u>Model</u>	<u>Estimated Service Date</u>
8021	C30-7	August 15, 1993
8025	C30-7	August 15, 1993
8032	C30-7	August 15, 1993
8053	C30-7	August 15, 1993
8093	C30-7	August 15, 1993
8130	C30-7	August 15, 1993
8134	C30-7	August 15, 1993
8135	C30-7	August 15, 1993
8137	C30-7	August 15, 1993
8139	C30-7	August 15, 1993
8143	C30-7	August 15, 1993
8146	C30-7	August 15, 1993
8148	C30-7	August 15, 1993

**GENERAL ELECTRIC COMPANY**

By: *Dennis C. Taylor*  
Dennis C. Taylor, Manager -  
Locomotive Leasing

**SOUTHERN PACIFIC  
TRANSPORTATION COMPANY**

By: *E. H. ...*  
Name *Gen. Mgr. - Transportation*  
Title *Aug 9, 1993*

ANNEX 1

LOCOMOTIVE LEASE SCHEDULE NUMBER SP 93-2

A. Fifteen (15) General Electric diesel electric locomotives (the "Locomotives") bearing the following road numbers and estimated to be placed into Lessee's service on the following dates:

<u>Road Numbers</u>	<u>Model</u>	<u>Estimated Service Date</u>
8021	C30-7	August 15, 1993
8025	C30-7	August 15, 1993
8032	C30-7	August 15, 1993
8053	C30-7	August 15, 1993
8093	C30-7	August 15, 1993
8130	C30-7	August 15, 1993
8134	C30-7	August 15, 1993
8135	C30-7	August 15, 1993
8137	C30-7	August 15, 1993
8139	C30-7	August 15, 1993
8143	C30-7	August 15, 1993
8146	C30-7	August 15, 1993
8148	C30-7	August 15, 1993

B. The term of the Locomotive Lease resulting from execution of this Locomotive Lease Schedule shall commence with respect to each Locomotive described above on the date of delivery of such Locomotive by Lessor to Lessee. The term shall expire on October 31, 1993, unless extended with respect to any Locomotive by a letter signed by Lessee and Lessor.

C. The daily rent to be paid for each Locomotive described above during the term, also described above, shall be \$300.00 for each C30-7 Locomotive.

**SOUTHERN PACIFIC  
TRANSPORTATION COMPANY**

By: E. J. Haral  
Title General Mgr. Transportation  
Date Aug 9, 1993

**GENERAL ELECTRIC COMPANY**

By: Dennis C. Taylor  
Dennis C. Taylor, Manager,  
Locomotive Leasing  
Date August 6, 1993

Commonwealth of Pennsylvania }  
 }  
County of Erie }

On this, the 6th day of August, 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.

*Betty A. Manucci*

Notary Public

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

My commission expires: \_\_\_\_\_

State of Colorado }  
*CITY AND DENVER* }  
County of ~~Jefferson~~ }

On this, the 9th day of AUGUST, 1993, before me, the undersigned officer, personally appeared E. L. HORD, who acknowledged himself to be the GEN. MAN. TRANS. of Southern Pacific Transportation Company, a corporation, and that he as MANAGER TRANS., being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as GEN. MANAGER TRANS.

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

*Carol J. O'Connor*

Notary Public

NOTARY PUBLIC STATE OF COLORADO  
MY COMMISSION EXP MAR. 13, 1995

My commission expires: \_\_\_\_\_