



1-347A033

GE Transportation  
Systems

Michael J Baughman  
Counsel

General Electric Company  
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November 13, 1991

VIA FEDERAL EXPRESS

RECORDATION NO 17475-A  
FILED 1425  
DEC 13 1991 - 2:15 PM  
INTERSTATE COMMERCE COMMISSION

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

**Subject: Recordation 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 Locomotive Lease Amendment dated as of September 25, 1991, 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 17475.

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

Dec 13 2 10 PM '91

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.

The undersigned is Counsel and Attesting Secretary of General Electric Company. Please return the original of the enclosed document 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 Locomotive Lease Amendment, dated as of September 25, 1991, between General Electric Company ("Lessor") and Southern Pacific Transportation Company ("Lessee"), relating to twenty (20) General Electric Diesel Electric Locomotives, bearing Road Nos. 7486, 7490, 7495, 7488, 7498, 3000, 3002, 8032, 8133, 3004, 3005, 3006, 3007, 3009, 8053, 8131, 8134, 8135 and 8147.

Respectfully submitted,

*Dennis Clayton*  
*Mgr - Locomotive Leasing*

Enclosures

## SCHEDULE I

### Description of Locomotive(s)

#### General Electric Diesel Electric Locomotives

<u>Road Number</u>	<u>Model</u>
7486	B36-7
7490	B36-7
7495	B36-7
7488	B36-7
7498	B36-7
8032	C30-7
8133	C30-7
8053	C30-7
8131	C30-7
8134	C30-7
8135	C30-7
8147	C30-7
3000	Super 7-30C
3004	Super 7-30C
3005	Super 7-30C
3006	Super 7-30C
3007	Super 7-30C
3009	Super 7-30C
3002	Super 7-30C

Interstate Commerce Commission

Washington, D.C. 20423

12/16/91

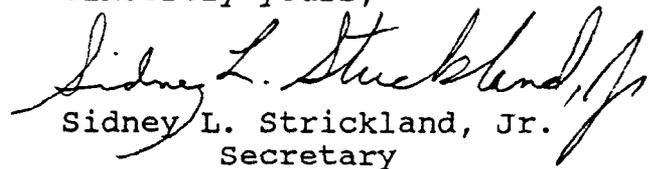
OFFICE OF THE SECRETARY

Michael J. Baughman-Counsel  
General Electric Company  
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 12/13/91 at 2:15PM, and assigned recordation number(s). 17475-A.

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

DEC 13 1991 -2 15 PM

**MEMORANDUM OF LEASE AMENDMENT** INTERSTATE COMMERCE COMMISSION

On the 25th day of September, 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 Southern Pacific Transportation Company, a Delaware corporation with offices at Southern Pacific Building, One Market Plaza, San Francisco, California 94105 ("Lessee"), entered into an amendment to Locomotive Lease, by which the term of that certain Locomotive Lease Agreement between Lessee and Lessor, dated June 20, 1991 (the "Original Lease"), was extended through December 31, 1991 and the additional Locomotives described below were included within the scope of the Original Lease. The Original Lease was duly filed with the Interstate Commerce Commission on August 7, 1991, at 2:55 P.M. under I.C.C. file/index number 17475.

<u>Road Number</u>	<u>Model</u>
7486	B36-7
7490	B36-7
7495	B36-7
7488	B36-7
7498	B36-7
3000	SUPER 7-30C
3002	SUPER 7-30C
3004	SUPER 7-30C
3005	SUPER 7-30C
3006	SUPER 7-30C
3007	SUPER 7-30C
3009	SUPER 7-30C
8032	C30-7
8053	C30-7
8131	C30-7
8133	C30-7
8134	C30-7
8135	C30-7
8147	C30-7

**GENERAL ELECTRIC COMPANY**

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

**SOUTHERN PACIFIC  
TRANSPORTATION COMPANY**

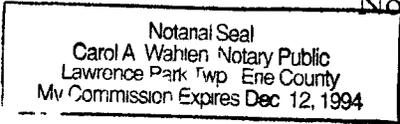
By: *[Signature]*  
 Title *VP & CTO*

Commonwealth of Pennsylvania }  
 }  
County of Erie }

On this, the 13th day of November, 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.

Carol A. Wahlen  
Notary Public



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

State of California }  
 }  
County of San Francisco }

On this, the 9th December day of ~~November~~, 1991, before me, the undersigned officer, personally appeared C.T. Shurstad who acknowledged himself to be the Vice President - Intermodal - Chief Transportation Officer of Southern Pacific Transportation Company, a corporation, and that he as such 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 Vice President - Intermodal - Chief Transportation Officer.

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

Lenora Young-Rusconi

Notary Public

My commission expires: August 20, 1993

