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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

RECORDATION NO. 17643-A
FILED 1420
SEP 22 1995 - 12 10 PM
INTERSTATE COMMERCE COMMISSION
OF COUNSEL
URBAN A. LESTER

September 22, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C Section 11303(a) are two (2) copies of a Memorandum of Assignment of Master Equipment Lease Agreement, dated as of August 31, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C F R Section 1177

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement (Lease Schedule 801) duly filed with the Commission under Recordation Number 17643.

The names and addresses of the parties to the enclosed document are.

Lessor: Pitney Bowes Credit Corporation
201 Merritt Seven
Norwalk, Connecticut 06856-5151

Lessee/Assignor. Morrison Knudsen Corporation,
a Delaware Corporation, and
Morrison Knudsen Corporation,
an Ohio Corporation
720 Park Boulevard
Boise, Idaho 83712

Assignee: MK Rail Corporation
1200 Reedsdale Street
Pittsburgh, Pennsylvania 15233

Country Partners - GWA

Mr. Vernon A. Williams
September 22, 1995
Page 2

A description of the railroad equipment covered by the enclosed document is.

Eleven (11) locomotives identified on Appendix A attached to the Memorandum.

Also enclosed is a check in the amount of \$21 00 payable to the order of the Interstate Commerce Commission covering the required recordation fee

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

Robert W Alvord

RWA/bg
Enclosures

MEMORANDUM OF ASSIGNMENT OF MASTER
EQUIPMENT LEASE AGREEMENT

ORIGINAL

RECORDATION NO. 17643 FILED 1425

SEP 27 1995 - 12 10 PM

THIS MEMORANDUM OF ASSIGNMENT OF MASTER EQUIPMENT LEASE AGREEMENT is made and entered into as of August 31, 1995 by and among MORRISON KNUDSEN CORPORATION, a Delaware corporation, and MORRISON KNUDSEN CORPORATION, an Ohio corporation (collectively, "Transferor"), MK RAIL CORPORATION ("Transferee"), and PITNEY BOWES CREDIT CORPORATION ("Lessor").

W I T N E S S E T H

1. Pursuant to a Master Equipment Lease Agreement No. 0056697 dated as of December 21, 1991 (the "Lease"), together with Lease Schedule No. 801 (the "Existing Schedule"), a memorandum of which was filed and recorded with the Interstate Commerce Commission ("I.C.C.") on December 27, 1991 at 11:55 a.m. and assigned Recordation Number 17643, Lessor has heretofore leased to Transferor each of the rail locomotives described on Appendix A hereto (collectively, the "Equipment").

2. As more particularly set forth in that certain Transfer and Assumption Agreement dated as of August 31, 1995 among Transferor, Transferee and Lessor (the "Assignment"), Transferor has transferred to Transferee, and Transferee has assumed, all obligations contained in the Lease and the Existing Schedule as though Transferee were the original lessee thereunder; provided, however, that notwithstanding such transfer and assumption, Transferor has not in any way been released from the obligations set forth in the Lease and Existing Schedule, but is and shall continue to be firmly bound thereby.

3. As of the effective date of the Assignment, Transferee shall become the "Lessee" of the Equipment under the Lease and Existing Schedule.

4. The names and addresses of Transferee and Lessor are as follows:

Transferee: MK Rail Corporation
 1200 Reedsdale Street
 Pittsburgh, Pennsylvania 15233
 Attention: Executive Vice President,
 Finance and Administration

Lessor:

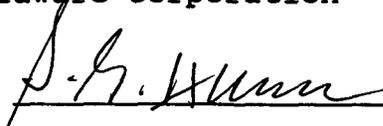
Pitney Bowes Credit Corporation
201 Merritt Seven
Norwalk, Connecticut 06856-5151
Attention: Vice President -
Credit/Operations

5. This Memorandum of Assignment of Master Equipment Lease Agreement may be executed by the parties hereto in separate counterparts, each of which, when so executed and delivered, shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Assignment of Master Equipment Lease Agreement as of the day and year first above written.

"Transferor":

MORRISON KNUDSEN CORPORATION,
a Delaware corporation

By: 

Printed Name: S. G. Hanks

Title: Executive Vice President

MORRISON KNUDSEN CORPORATION,
an Ohio corporation

By: 

Printed Name: S. G. Hanks

Title: Executive Vice President

"Transferee":

MK RAIL CORPORATION,
a Delaware corporation

By: _____

Printed Name: _____

Title: _____

Lessor:

Pitney Bowes Credit Corporation
201 Merritt Seven
Norwalk, Connecticut 06856-5151
Attention: Vice President -
Credit/Operations

5. This Memorandum of Assignment of Master Equipment Lease Agreement may be executed by the parties hereto in separate counterparts, each of which, when so executed and delivered, shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have duly executed this Memorandum of Assignment of Master Equipment Lease Agreement as of the day and year first above written.

"Transferor":

MORRISON KNUDSEN CORPORATION,
a Delaware corporation

By: _____

Printed Name: _____

Title: _____

MORRISON KNUDSEN CORPORATION,
an Ohio corporation

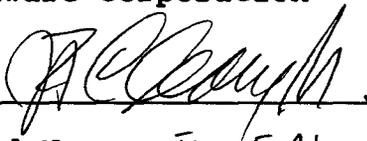
By: _____

Printed Name: _____

Title: _____

"Transferee":

MK RAIL CORPORATION,
a Delaware corporation

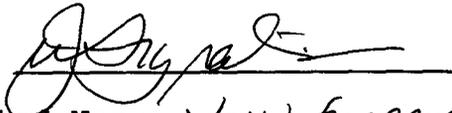
By: 

Printed Name: James F. Cleary, Jr.

Title: Ex. Vice President

"Lessor":

PITNEY BOWES CREDIT CORPORATION

By: 

Printed Name: JOHN FITZPATRICK

Title: REGION VICE PRESIDENT

STATE OF IDAHO)
) ss.
County of Ada)

On this 23^d day of August, 1995, before me,
Tawny Aldrich, a Notary Public in and for said
State, personally appeared Stephen G. Hanks, known or
identified to me to be the Exec. VP of MORRISON KNUDSEN
CORPORATION, a Delaware corporation, and the corporation that
executed the within instrument or the person who executed the
instrument on behalf of said corporation, and acknowledged to me
that such corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certificate first
above written.



Tawny Aldrich
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires 11/13/97

STATE OF IDAHO)
) ss.
County of Ada)

On this 23^d day of August, 1995, before me,
Tawny Aldrich, a Notary Public in and for said
State, personally appeared Stephen G. Hanks, known or
identified to me to be the Exec. VP of MORRISON KNUDSEN
CORPORATION, an Ohio corporation, and the corporation that executed
the within instrument or the person who executed the instrument on
behalf of said corporation, and acknowledged to me that such
corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal the day and year in this certificate first
above written.



Tawny Aldrich
Notary Public for Idaho
Residing at Boise, Idaho
My commission expires 11/13/97

State of California

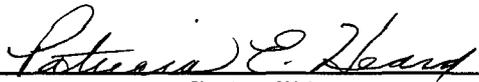
County of Orange

On September 14, 1995 before me, Patricia E. Heard, personally appeared

Name of Notary

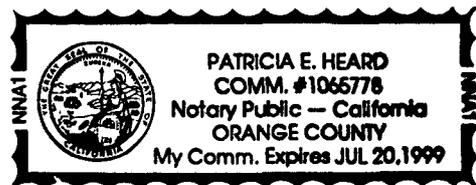
John Fitzpatrick, personally known to me/_____ proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/~~are~~ subscribed to the within instrument and acknowledged to me that he/~~she~~/they executed the same in his/~~her~~/their authorized capacit(ies)y, and that by his/~~her~~/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.



Signature of Notary

(Seal)



APPENDIX A TO
MEMORANDUM OF ASSIGNMENT OF
MASTER EQUIPMENT LEASE AGREEMENT
DATED AS OF AUGUST 31, 1995

Re: Master Equipment Lease Agreement No. 0056697 dated as of December 21, 1991 together with Lease Schedule No. 801.

<u>Quantity</u>	<u>Equipment Description</u>	<u>Road No.</u>	<u>Frame/ Serial No.</u>
11	USED SD40 LOCOMOTIVES EQUIPPED WITH VAPOR POSITIVE TRACTION CONTROLS.	UTAH 9001 UTAH 9002 UTAH 9003 UTAH 9004 UTAH 9005 UTAH 9006 UTAH 9007 UTAH 9008 UTAH 9009 UTAH 9010 UTAH 9011	36752 36754 36701 36755 36748 36749 36751 36704 34745 34759 34969