

RECORDATION NO. 17643-B FILED

SEP 22 '97

2-50PM

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OF COUNSEL
URBAN A. LESTER

September 22, 1997

Mr. Vernon A Williams
Secretary
Surface Transportation Board
Washington, D C 20423

Dear Mr. Williams

Enclosed for recordation pursuant to the provisions of 49 U S C Section 11301(a), and the regulations thereunder, are two (2) copies of a Letter, dated April 19, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Memorandum of Master Equipment Lease Agreement, which was previously 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
3020 Old Ranch Parkway, Suite 410
Seal Beach, CA 90740

Lessee Motivepower Industries, Inc
f/k/a MK Rail Corporation
*1200 Reedsdale Street
Pittsburgh, PA 15233*

A description of the railroad equipment covered by the enclosed document is set forth in the Memorandum of Lease as originally filed herein

Counters - per.

SEP 22 2 47 PM '97

RECEIVED
SURFACE TRANSPORTATION
BOARD

Mr. Vernon A Williams
September 22, 1997
Page 2

Also enclosed is a check in the amount of \$24 00 payable to the order of the
Surface Transportation Board covering the required recordation fee

Kindly return one (1) stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W Alvord", written in a cursive style.

Robert W Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

9/22/97
DATE:

Sir:

Dear Sir;

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on ^{9/22/97} 9-22-97 at ^{2:50PM} 2:50 pm, and
17643-B, 18633-B, and 20868-A.
assigned recordation number(s).

Sincerely Yours,

Vernon A. Williams
Vernon A. Williams
Secretary

Enclosure(s)

\$ 72.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature

Janice M. Fort

RECORDATION NO. 17643-B FILED

SEP 22 '97 2-50PM

April 19, 1997

Mr. Vernon Williams
Secretary
Surface Transportation Board
1925 K Street N.W., Room 702
Washington, D.C. 20423

Re: Master Equipment Lease Agreement No. 0056697 dated as of
December 21, 1991, recorded with the Interstate Commerce
Commission on December 27, 1991 as Document No. 17643

Dear Mr. Secretary:

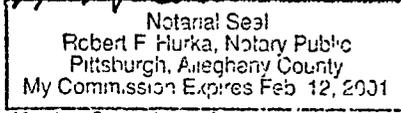
Reference is made to (1) the above Master Equipment Lease Agreement, between Pitney Bowes Credit Corporation, as Lessor, and Morrison Knudsen Corporation, a Delaware corporation and Morrison Knudsen Corporation, as original Lessee, and (2) the Memorandum of Assignment of Master Equipment Lease Agreement, dated as of August 31, 1995, among Pitney Bowes Credit Corporation, as Lessor, Morrison Knudsen Corporation, an Ohio corporation and Morrison Knudsen Corporation, a Delaware corporation, as Transferor Lessees, and MK Rail Corporation ("Transferee Lessee"), recorded with the Interstate Commerce Commission on September 22, 1995 as Document No. 17643-A.

The Transferee Lessee under the above documents has changed its name to "MotivePower Industries, Inc.". Please note the foregoing name change in the index of documents recorded with the Surface Transportation Board.

Very truly yours,

MOTIVEPOWER INDUSTRIES, INC.,
formerly known as MK RAIL CORPORATION

By: *Robert F. Hurka*
Title: *VP & Treasurer*



Member, Pennsylvania Association of Notaries
PITNEY BOWES CREDIT CORPORATION

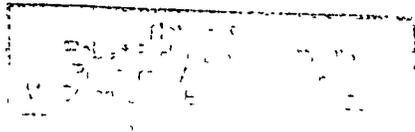
By: *Russell D. Ripe*
Title: *Region Credit Manager*

State of PENNSYLVANIA)
) ss.
County of Allegheny)

On 4/18/97 before me, Robert F Hurka, personally appeared Thomas P Lyons, personally known to me (or 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 capacity(ies), 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 Robert F Hurka (Seal)

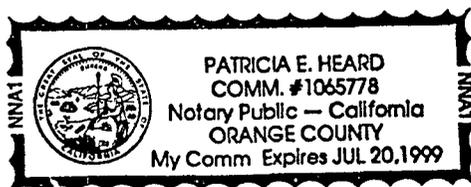


State of California)
) ss.
County of Orange)

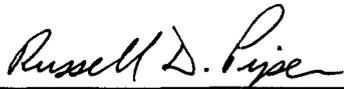
On 7/7/97 before me, Patricia E. Heard, personally appeared Russell O. Spier, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that 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 Patricia E Heard (Seal)



I, Russell D. Piper, hereby certify that I have reviewed and compared the attached photocopy to the original of the letter to Mr. Vernon Williams, Secretary, Surface Transportation Board dated April 19, 1997 referencing that certain Master Equipment Lease Agreement No. 0056697 recorded with the Interstate Commerce Commission on December 27, 1991 as Document No. 17643, and hereby represent that the attached photocopy is a true and complete copy of the original.

A handwritten signature in cursive script that reads "Russell D. Piper". The signature is written in black ink and is positioned above a horizontal line.

Russell D. Piper

