



RECORDATION NO. 23260-A FILED

MAY 01 '01 19-52 AM

SURFACE TRANSPORTATION BOARD

Electro-Motive Division General Motors Corporation, LaGrange, Illinois 60525 (708) 387-6000

April 24, 2001

Surface Transportation Board  
Office of Recordations  
1925 K Street NW  
Washington D.C. 20423



Dear Sir or Madam:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are an original and one counterpart of a Termination of Memorandum of Interim Lease dated March 19, 2001.

The enclosed relates to Memorandum of Interim Lease Agreement which was previously filed with the Commission under Recordation Number 23260.

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

Owner: Electro-Motive Division,  
General Motors Corporation  
9301 W. 55<sup>th</sup> Street  
LaGrange, Illinois 60525

User: The Burlington Northern and Santa Fe Railway Company  
2600 Lou Menk Drive  
Fort Worth, Texas 76131

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

Five (5) SD70MAC Locomotives bearing the following identification numbers:  
8985, 8986, 8987, 8988, and 8989.

A Brief Summary of the Document to appear in the index follows:

Termination of Memorandum of Interim Lease Agreement between Electro-Motive Division, Owner, and The Burlington Northern and Santa Fe Railway

Company, User, covering five (5) SD70MAC Locomotives bearing the road numbers 8985, 8986, 8987, 8988 and 8989.

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed documents to the undersigned. A return Fed-Ex envelope is provided.

Very truly yours,

*Kathryn J. Zicarelli*

Kathryn J. Zicarelli  
Divisional Contracts Administrator  
Dept. 101  
Electro-Motive Division  
General Motors Corporation  
9301 W. 55<sup>th</sup> Street  
LaGrange, Illinois 60525

708-387-5128

RECORDATION NO. 23260-A FILED

MAY 01 '01 19:52 AM

SURFACE TRANSPORTATION BOARD

**TERMINATION OF MEMORANDUM OF INTERIM LEASE AGREEMENT**

This Termination of Memorandum of Interim Lease Agreement dated as of March 19, 2001 (the "Termination") terminates the Memorandum of Interim Lease Agreement, dated as of October 16, 2000 (the "Memorandum"), between Electro-Motive Division of General Motors Corporation ("EMD"), a Delaware corporation, as owner, and the Burlington Northern and Santa Fe Railway Company ("Railroad"), as User.

WHEREAS, EMD and Railroad executed the Memorandum of Interim Lease Agreement, dated as of October 16, 2000 relating to the equipment described in Exhibit A hereto ("Locomotives");

WHEREAS, the Memorandum was duly filed for recordation with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177 on December 19, 2000 under Recordation No. 23260; and

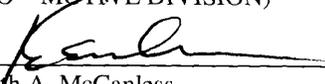
WHEREAS, EMD and Railroad desire to terminate and cancel the Memorandum with respect to the equipment listed in Exhibit A and to record this termination and cancellation;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is hereby acknowledged, EMD and Railroad agree as follows:

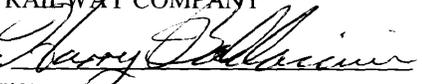
1. EMD and Railroad hereby terminate and cancel the Memorandum.
2. EMD and Railroad agree to record this Termination with the Surface Transportation Board so as to release the lien against the Locomotives constituted by the Memorandum.
3. This Termination may be executed by the parties in any number of counterparts, each executed counterpart constituting an original but altogether one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Termination to be duly executed and delivered by their authorized officers as of the day and year first above written.

GENERAL MOTORS CORPORATION  
(ELECTRO - MOTIVE DIVISION)

By:   
Name: Keith A. McCannless  
Title: Treasurer, Electro-Motive Division

THE BURLINGTON NORTHERN AND SANTA  
FE RAILWAY COMPANY

By:   
Name: \_\_\_\_\_  
Title: Dir. Gen. Planning & Leasing

State of Illinois )  
 ) ss  
County of Cook )

On this 19<sup>th</sup> day of March, 2001, before me personally appeared Keth A. McGraw, to me personally known, who, being by me duly sworn, says that (s)he is Treasurer of the General Motors Corporation (Electro-Motive Division), and that (s)he is duly authorized to sign the foregoing instrument on behalf of General Motors Corporation (Electro-Motive Division) and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of General Motors Corporation (Electro-Motive Division).



Kathryn J. Zicarelli  
Notary Public  
My commission expires: 7/30/01

State of Texas )  
 ) ss  
County of Tarrant )

On this 13<sup>th</sup> day of March, 2001, before me personally appeared Harry Baldaccinito me personally known, who, being by me duly sworn, says that he is the Director Locomotive Planning and Leasing of The Burlington Northern and Santa Fe Railway Company and that he is duly authorized to sign the foregoing instrument on behalf of The Burlington Northern and Santa Fe Railway Company and he acknowledged that the execution of the foregoing instrument was the free act and deed of The Burlington Northern and Santa Fe Railway Company.



Tina Mailhos  
Notary Public  
My commission expires:

EXHIBIT A

Five (5) SD70MAC Locomotives bearing the following identification numbers:

8985, 8986, 8987, 8988, and 8989.