

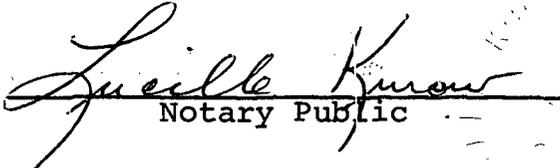
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RECORDATION NO. _____ Filed & Recorded
SEP 18 1972 - 10 05 AM

CERTIFICATE

I, Lucille Kurow, a Notary Public in and for the State of Illinois, County of Cook, hereby certify that I have compared the attached copy of the Termination and Cancellation Agreement dated as of the Seventh day of September, 1972, between Bankers Trust Company and The Belt Railway Company of Chicago, and the Consent to Termination from General Motors Corporation (Electro-Motive Division, with an original copy of said documents and that they are true and current copies in all respects.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal as of this 13th day of September, 1972.


Notary Public

My commission expires:
June 2nd, 1974

THIS AGREEMENT, made and entered into this seventh day of September, A.D. 1972, by and between THE BELT RAILWAY COMPANY OF CHICAGO, an Illinois Corporation, hereinafter called the "Railroad", and Bankers Trust Company, a New York Corporation, hereinafter called the "Assignee".

THAT, WHEREAS, hereto on the 16th day of August, A.D. 1972, the Railroad entered into a Conditional Sale Agreement with GENERAL MOTORS CORPORATION, (ELECTRO-MOTIVE DIVISION), hereinafter called "Manufacturer", covering the manufacture, sale, delivery and purchase of six (6) 2000 H.P. MODEL GP-38-2 Diesel Locomotives; and,

WHEREAS, Assignee and Manufacturer entered into an Agreement and Assignment dated as of August 16, 1972, selling, assigning, transferring and setting over unto Assignee all right, title and interest of the Manufacturer under said Conditional Sale Agreement; and,

WHEREAS, the parties hereto desire to cancel and terminate said Conditional Sale Agreement.

NOW THEREFORE, in consideration of the mutual covenants herein contained and to be kept by the parties hereto, it is hereby agreed by and between the parties hereto that said Conditional Sale Agreement dated as of August 16, 1972, and any and all rights and liabilities which may or might arise either directly or indirectly thereunder, be and the same is hereby terminated and cancelled as of the 16th day of August, 1972.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be executed the day and year first above written.

THE BELT RAILWAY COMPANY OF CHICAGO

By 
President

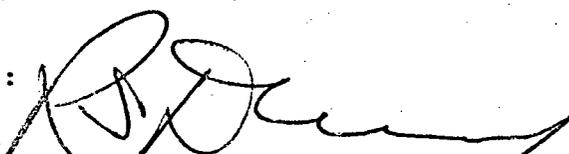
ATTEST:


Secretary

BANKERS TRUST COMPANY

By 
First Vice-President

ATTEST:


Secretary

APPROVED

GENERAL COUNSEL

CONSENT TO TERMINATION

GENERAL MOTORS CORPORATION, (Electro-Motive Division), hereby consents to the foregoing termination and cancellation of said Conditional Sale Agreement as of the 16th day of August, 1972.

General Motors Corporation,
Electro-Motive Division

By *D. D. Lammell* *DL*

VICE PRESIDENT

Attest:

J. Sawyer
ASSISTANT SECRETARY

State of Illinois)
) SS
County of Cook)

On this 12th day of September, 1972, before me personally appeared B. B. Brownell, to me personally known, who, being by me duly sworn, says that he is a Vice President of GENERAL MOTORS CORPORATION, (ELECTRO-MOTIVE DIVISION), that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of the Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Zula C. Clair
Notary Public

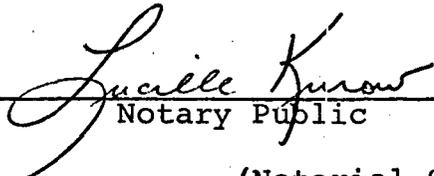
(Notarial Seal)

My Commission Expires:

July 11, 1976

State of Illinois)
) SS
County of Cook)

On this 7th day of September, 1972, before me personally appeared R. E. DOWDY, to me personally known, who being by me duly sworn, says that he is the President of THE BELT RAILWAY COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

(Notarial Seal)

My Commission Expires:

June 2nd, 1974

