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6014-B

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RECORDATION NO. 6014-B FILED 1488

June 1, 1989 JUN 1 1989 - 10 10 AM

INTERSTATE COMMERCE COMMISSION

9-152A001

JUN 1 10 09 AM '89

Honorable Noreta R. McGee
Secretary
Interstate Commerce Division
Washington, D.C. 20423

Dear Ms. McGee:

On behalf of The First National Bank of Chicago, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, five (5) executed counterparts of a document, entitled Termination of Lease, executed as of May 31, 1989 which should be included as part of the filing recorded on December 9, 1968 at 9:45 a.m., Recordation No. 6014 as the next available recordation number being 6014-B.

The executing party to the enclosed Termination is:

The First National Bank of Chicago - Lessor
One First National Plaza, Suite 0520
Chicago, IL 60670

The Termination terminates the lease of the locomotives listed in Exhibit A to the Lease of Diesel-Electric Locomotives dated as of November 1, 1968 between the Lessor and Chicago, Milwaukee, St. Paul and Pacific Railroad Company (the "Lease") filed under I.C.C. Recordation No. 6014.

The equipment covered is listed in the Lease.

A short summary of the document to appear in the ICC Index is as follows:

"Termination of Lease."

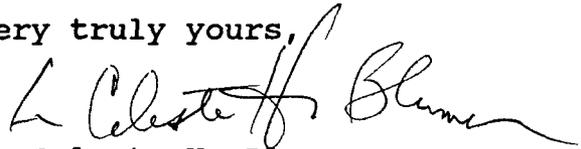
Noreta R. McGee
CT. Manager

MANWELL & WES

Honorable Noreta R. McGee
June 1, 1989
Page Two

Enclosed is a check in the amount of thirteen dollars (\$13.00) in payment of the filing fee. Once the filing has been made, please return to bearer the stamped counterparts of the Termination not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this transmittal letter.

Very truly yours,

A handwritten signature in cursive script, reading "L. Celeste H. Blumer". The signature is written in dark ink and is positioned above the typed name.

L. Celeste H. Blumer

Enclosures
LCHB:its

JUN 1 1989 -10 10 AM

INTERSTATE COMMERCE COMMISSION

TERMINATION OF LEASE OF
DIESEL-ELECTRIC LOCOMOTIVES

THIS TERMINATION OF LEASE OF DIESEL-ELECTRIC LOCOMOTIVES, dated as of May 31, 1989 by The First National Bank of Chicago, a national banking association ("Lessor").

1. Recitals: The Lessor entered into a Lease of Diesel-Electric Locomotives dated as of November 1, 1968 (the "Lease") with Chicago, Milwaukee, St. Paul and Pacific Railroad Company (the "Lessee") with respect to certain railroad locomotives described in Schedule A to the Lease (the "Locomotives"). The Lease, is on file at the Interstate Commerce Commission ("ICC") under file number 6014, filed on December 9, 1968 at 9:45 a.m.

The Lease terminated on or prior to 3/31/84 and the Lessor desires to execute this Termination of Lease of Diesel-Electric Locomotives to provide a formal termination document for filing with the ICC.

2. Termination: The Lease is hereby formally terminated.

IN WITNESS WHEREOF, Lessor, pursuant to due authority, have executed this Termination of Lease of Diesel-Electric Locomotives as of the date first above written.

THE FIRST NATIONAL BANK OF CHICAGO

By: Robert W. Paluga
Title: ASSISTANT VICE PRESIDENT

