

JAMES P. BEGGANS, JR.
 EDWARD G. BEIMFOHR
 CHRISTOPHER R. BELMONTE
 JOHN J. CARR
 EDWARD C. CERNY III
 MARK R. EATON*
 WILLIAM H. FORSYTH, JR.
 A. PATRICK GILES*
 JAMES P. JALIL
 WILLIAM E. KELLY
 JOHN W. LYTTLE, JR.
 JAMES L. MARKETOS
 MICHAEL J. McALLISTER
 JOHN W. McGRATH
 THOMAS B. McVEY
 ROBERT D. MERCURIO
 DAVID ORLIN
 EDWARD B. PENNFIELD
 CHARLES J. SEIDLER, JR.
 KENNETH J. STUART
 ERIC P. SULLIVAN
 JEROME K. WALSH
 ALAN R. WENTZEL
 ROBERT J. WOODY*

R. LEIGH DUEMLER
 CLAUS MOTULSKY
 JOHN J. TOMMANEY
 COUNSEL

*NOT ADMITTED IN NY

LANE & MITTENDORF

99 PARK AVENUE
 NEW YORK, NY 10016-1579

(212) 972-3000

CABLES: CALAMIT, NEW YORK

TELEXES: 422039 OR 661885

TELECOPIER: (212) 972-5647

1750 K STREET, N.W.
 WASHINGTON, D.C. 20006
 (202) 785-4949
 TELECOPIER: (202) 466-5289

340 ROYAL PALM WAY
 PALM BEACH, FL 33480
 (305) 832-6966

120 WOOD AVENUE SOUTH
 METRO PARK, NJ 08830
 (201) 494-6868
 (212) 984-5600
 TELECOPIER: (201) 494-7271

22 GROSVENOR SQUARE
 LONDON, W1X 0DY
 (01) 491-4805
 TELEX: 85123456
 TELECOPIER: 011-44-1-408 0079

8-026A003

REGISTRATION NO. 5742-E

JAN 23 1988

INTERSTATE COMMERCE COMMISSION

January 22, 1988

No. _____
 Date JAN 25 1988
 Fee \$ 10.00
 ICC Washington, D.C.

Secretary
 Interstate Commerce Commission
 12th & Constitution, N.W.
 Washington, D.C. 20423

Attention: Mildred Lee
 Room 2303

Dear Secretary:

As counsel to Vineyard Car Company, we have enclosed three counterparts of the document described below to be recorded pursuant to section 11303 of title 49 of the U.S. Code.

This document is a Termination, a secondary document, dated January 21, 1988, pursuant to which Vineyard Car Company terminates the Lease of Railroad Equipment referred to below.

The primary document to which this is connected is recorded under recordation number 5742-C, being a Lease of Railroad Equipment, dated as of May 1, 1970, by and between Vineyard Car Corporation and The Kansas City Southern Railway Company.

Quarterly
5742-E

JAN 25 10 30 PM '88

January 22, 1988

- 2 -

The names and address of the party to the enclosed document is as follows:

Assignee	Vineyard Car Company
<u>of Lessor:</u>	c/o Shearson Lehman Brothers, Inc.
	American Express Tower
	World Financial Center
	New York, New York 10285-1800

A description of the equipment covered by the document is as covered in the aforesaid Lease of Railroad Equipment.

A short summary of the document to appear in the index follows:

Termination of Lease of Railroad Equipment under recordation number ~~5~~742-C.

A fee of \$10.00 is enclosed. Please return two counterparts of the enclosed Termination to the undersigned or the person delivering this letter.

Very truly yours,



Michael Connolly

MC:dsa
enclosures

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Michael Connolly
99 Park Avenue
New York, NY 10016

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/15/88 at 10:45AM, and assigned recordation number(s). 5742_E & F

Sincerely yours,

Norita R. McGee

Secretary

Enclosure(s)

742-E

Counterpart No. 1 of 6

REGISTRATION NO. 6742-E Filed 1425

TERMINATION

JAN 25 1988 -D 45 AM

INTERSTATE COMMERCE COMMISSION

WHEREAS, under the terms of LEASE OF RAILROAD EQUIPMENT with recordation number 742-C, dated as of May 1, 1970, by and between VINEYARD CAR CORPORATION, a Connecticut corporation (hereinafter called the "Corporation") and KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri corporation (hereinafter called the "Railway"), the Corporation leased to the Railway six (6) 3000 H.P. Model SD-40 Diesel Locomotives, two (2) Stainless Steel Caboose and seventy-five (75) 150-Ton Unit Train Gondolas bearing the respective car numbers set forth on Schedule A to said Lease of Railroad Equipment (hereinafter referred to as the "Equipment"); and

WHEREAS, under the terms of ASSIGNMENT with recordation number 742-D, dated as of May 1, 1970, between the Corporation and VINEYARD CAR COMPANY, a Connecticut limited partnership (the "Partnership"), the Corporation assigned and transferred all of the Corporation's right, title and interest as Lessee under the aforesaid Lease of Railroad Equipment and all of the Corporation's right, title and interest in and to each unit of Equipment to the Partnership; and

WHEREAS, the Partnership has received the final semi-annual payment of rent with respect to each unit of said Equipment from the Railway, the Railway has returned each of such units of Equipment to the Partnership and the term of the aforesaid Lease of Railroad Equipment has expired with respect to each such unit of Equipment.

NOW THEREFORE, the Partnership DOES HEREBY TERMINATE the aforementioned Lease of Railroad Equipment.

IN WITNESS WHEREOF, VINEYARD CAR COMPANY, acting in accordance with the terms and conditions of the aforementioned Lease Of Railroad Equipment has caused this instrument to be executed by one of its general partners this 21 day of January, 1988.

VINEYARD CAR COMPANY

By KULO CORPORATION
General Partner

BY William K. Kulo
(Vice) President

STATE OF NEW YORK)
 : SS.:
COUNTY OF NEW YORK)

On this 21st day of January, 1988, before me personally came William C. McKeown residing at New York New York, to me known, who, being by me duly sworn, did personally depose and say that he is the Vice President of KULO CORPORATION, a Connecticut Corporation, the corporate general partner of VINEYARD CAR COMPANY, the limited partnership described in and which executed the foregoing instrument; that said instrument was signed on behalf of said partnership on authority of its partners and he acknowledged that the execution of the foregoing instrument was the free act and deed of said partnership.

 Evette A. Saldana
Notary Public

✓ EVETTE A. SALDANA
Notary Public, State of New York
No. 41-4852676
Qualified in Queens County
Commission Expires February 10, 1989