

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 850

1275 K STREET, N. W.

WASHINGTON, D. C. 20005-4078

TELEPHONE: (202) 371-9500

TELECOPIER: (202) 371-0900

December 17, 1993

Recordation No. 6634-E

RECORDATION NO. 6634-E FILED YES

DEC 17 1993 4 59 PM

INTERSTATE COMMERCE COMMISSION

0100069035

Counterparts to S. Strickland

Dear Mr. Strickland:

On behalf of Trust Company for USL, Inc., I submit for filing and recording under 49 U.S.C. § 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Termination of Lease ("Termination") made as of December 15, 1993.

The party executing the enclosed Termination is:

Trust Company for USL, Inc. - LESSOR/TERMINATING PARTY
c/o U.S. Leasing
733 Front Street
San Francisco, CA 94111

The said Termination is a full termination of all right, title and interest of the parties in, to and under that certain Equipment Lease ("Lease"), filed and recorded with the Interstate Commerce Commission under Recordation No. 6634 on June 16, 1972 and the Termination should be recorded under the next available letter under Recordation No. 6634, which we believe is -E.

The equipment covered by the enclosed Termination is all equipment covered by the Lease.

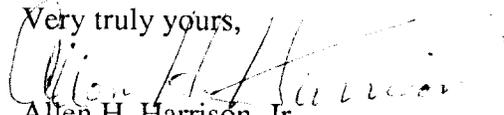
A short summary of the Termination to appear in the ICC Index is as follows:

"Full Termination"

Enclosed is a check in the amount of eighteen dollars (\$18.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.
Attorney for Trust Company for USL, Inc.
for the purpose of this filing.

Honorable Sidney L. Strickland, Jr.
Secretary

Interstate Commerce Commission
Washington, D.C. 20231

Enclosures

BY HAND

8349-020

RECORDATION NO. 6634-E FILED 1993

TERMINATION OF LEASE

DEC 17 1993 4:50 PM

INTERSTATE COMMERCE COMMISSION

THIS TERMINATION OF LEASE is made as of December 15, 1993.

WHEREAS, Trust Company for USL, Inc., as lessor and Southern Pacific Transportation Company, as lessee, entered into that certain Equipment Lease, dated as of June 1, 1972 ("Lease") covering certain railroad equipment as described therein as may have been supplemented and amended ("Equipment"); and

WHEREAS the said Lease was recorded with the Interstate Commerce Commission on June 16, 1972 under Recordation No. 6634; and

WHEREAS, the leasing of the aforesaid Equipment between the parties to the Lease has been and is now terminated; and

WHEREAS it is desired to show for the public record the full, complete termination of the aforesaid Lease;

NOW, THEREFORE, in consideration of the promises in the Lease and other good and valuable considerations, the receipt and sufficiency of which is acknowledged, intending to be legally bound:

1. This is to verify the full, complete termination and cancellation of the aforesaid Lease with the intent to releases and discharges therefrom and thereunder the Equipment covered thereby.

IN WITNESS WHEREOF, the undersigned has caused this Termination of Lease to be duly executed by its authorized officer as of the day and year first above written.

Trust Company for USL, Inc.

By: Bruce E. Blosat
Name: Bruce E. Blosat
Title: Vice President

CORPORATE ACKNOWLEDGEMENT

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California
County of San Francisco

On Dec. 15, 1993 before me Kelly Eder
date name, title of officer, notary public

Personally appeared Bruce E. Blossat
name(s) of signer(s)

personally know to me - OR - provided 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.

[Notary Seal]

WITNESS my hand and official seal.



Kelly D. Eder
Signature of Notary

My Commission Expires July 29, 1996.