

**BALL JANIK LLP**

A T T O R N E Y S

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April 12, 1999

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

RECORDATION NO. 18107-B FILED

APR 12 '99 2-30PM

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Lease Termination, a secondary document, dated as of October 30, 1998. The primary document to which this is connected is recorded under Recordation No. 18107. We request that this document be recorded under Recordation No. 18107-B.

The name and address of the party to the Instrument of Lease Termination is:

Lessor:

L.I.C. Associates, by its general partner General Electric Capital Corporation  
10900NE 4<sup>th</sup> Street, Suite 500  
Bellevue, WA 98004

A description of the equipment covered by the Instrument of Lease Termination consists of four GP-35L locomotives numbered UP 784, 790, 792, and 799.

A fee of \$26.00 is enclosed. Please return one original to:

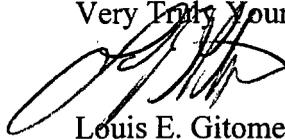
Louis E. Gitomer  
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A short summary of the document to appear in the index follows: an Instrument of Lease Termination by L.I.C. Associates, by its general partner General Electric Capital Corporation, 10900NE 4<sup>th</sup> Street, Suite 500, Bellevue, WA 98004, covering four GP-35L locomotives numbered UP 784, 790, 792, and 799.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over the typed name.

Louis E. Gitomer

Enclosures

INSTRUMENT OF LEASE TERMINATION APR 12 '99 2-30PM

L.I.C. ASSOCIATES, by its general partner GENERAL ELECTRIC CAPITAL CORPORATION ("LIC"), as assignee under a Transfer and Assignment Agreement dated as of January 27, 1993 from STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, NATIONAL ASSOCIATION, this 30 day of October, 1998, provides notice of the termination of the lease of four GP-35L locomotives numbered UP 784, 790, 792, and 799 (the "Locomotives") under the Equipment Lease, dated as of January 1, 1993, between LIC, as lessor, and BLUE MOUNTAIN RAILROAD, INC. ("BLUE MOUNTAIN"), as lessee, which was recorded at the Interstate Commerce Commission (the "ICC") on January 27, 1993 in Recordation Number 18107 (the "Lease").

WHEREAS, LIC desires to execute this Instrument to evidence for the public record the termination of the Lease and of all the rights and obligations of BLUE MOUNTAIN with respect to the Locomotives.

NOW, THEREFORE, in consideration of the premises, LIC does hereby acknowledge and confirm for the public record the termination of the Lease, and all rights and obligations arising under the Lease with respect to the Locomotives.

IN WITNESS WHEREOF, LIC has executed or caused this Instrument to be executed as of the date first above written.

L.I.C. ASSOCIATES, by its general partner  
GENERAL ELECTRIC CAPITAL CORPORATION  
By: R. T. Sturgeon  
Name: R. T. Sturgeon  
Its: Manager-Operations

State of CT )  
County of Fairfield ) ss.

On this 30 day of ~~October, 1998~~ March, 1999, before me personally appeared Richard Sturgeon, to me personally known, who, being by me duly sworn, says that (s)he is Manager-Operations of L.I.C. Associates, and that (s)he is duly authorized to sign the foregoing instrument on behalf of L.I.C. Associates, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of L.I.C. Associates.

Margaret Fraioli  
Notary Public

My commission expires:

skollen.55 MARGARET M. FRAIOLI  
NOTARY PUBLIC  
MY COMMISSION EXPIRES DEC. 31, 2000