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SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266
FAX (202) 393-2156

November 2, 1994

Mr. Vernon A. Williams
Acting Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) copies of a Termination of Lease, dated November 3, 1994, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Interim Lease which was duly filed with the Commission under Recordation Number 18935.

The names and addresses of the parties to the enclosed document are:

Lessor: Locomotive Management Services
c/o General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

Lessee: Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

A description of the railroad equipment covered by the enclosed document is:
forty (40) General Electric Company Dash 8-40 CW Locomotives bearing road numbers
0700 - 0739. inclusive.

Counterparts - Williams

18935-A
NOV 11 1994

Mr. Vernon A. Williams
November 2, 1994
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", written in black ink.

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

11/2/94

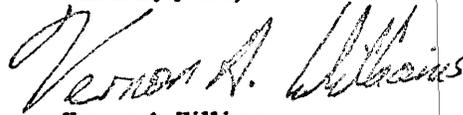
OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC.20006-2973

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 11/2/94 at 11:25AM, and assigned recordation number(s), 18935-A, 18936-A, 19018-A and 19019-A.

Sincerely yours,



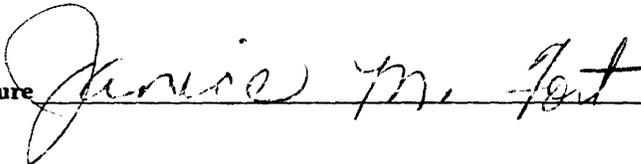
Vernon A. Williams
Secretary

Enclosure(s)

(0100421026)

\$ 84.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



18935-A

TERMINATION OF LEASE

THIS TERMINATION OF LEASE, made the 3rd day of November, 1994 by and among Consolidated Rail Corporation, a Pennsylvania corporation ("Conrail"), and Locomotive Management Services, a Delaware general partnership ("LMS").

WHEREAS, Conrail and LMS are parties to an Interim Lease dated as of August 1, 1994 (the "Lease"); and

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303, on August 17, 1994, at 11:55 a.m. and given Recordation Number 18935; and

WHEREAS, Conrail and LMS desire to terminate and cancel the Lease and to record such termination and cancellation with the ICC;

NOW THEREFORE, in consideration of the promises and other good and valuable consideration, the receipt of which is acknowledged, LMS and Conrail, intending to be legally bound, agree as follows:

1. LMS and Conrail hereby terminate and cancel the Lease in its entirety, effective November 3, 1994, with respect to the following equipment covered thereby: Forty (40) General Electric Company Diesel Electric Model Dash 8-40CW Locomotives bearing Road Numbers 0700-0739, inclusive.
2. The parties agree to record this Termination of Lease with the ICC so as to release LMS's lien against all of the equipment originally covered thereby.
3. This Termination of Lease may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, LMS and Conrail have each caused this Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

ATTEST:

James D. McGeehan, Secretary

**CONSOLIDATED RAIL
CORPOATION**

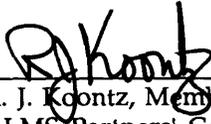
By: _____
John A. McKelvey

ATTEST:



Daniel A. Rowley, Attesting Secretary,
General Electric Company

**LOCOMOTIVE MANAGEMENT
SERVICES**

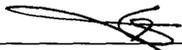
By: 

R. J. Koontz, Member
LMS Partners' Committee

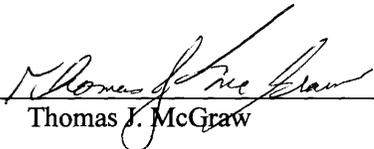
IN WITNESS WHEREOF, LMS and Conrail have each caused this Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

ATTEST:

CONSOLIDATED RAIL
CORPORATION



James D. McGeehan, Secretary

By: 

Thomas J. McGraw

ATTEST:

LOCOMOTIVE MANAGEMENT
SERVICES

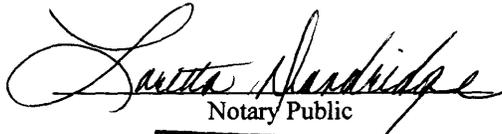
Daniel A. Rowley, Attesting Secretary,
General Electric Company

By: _____
R.J. Koontz, Member
LMS Partners' Committee

COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF PHILADELPHIA)

On this 1 day of November, 1994, before me personally appeared Thomas J. McGraw, to me personally known, who, being by me duly sworn, says that he is Director- Financing of CONSOLIDATED RAIL CORPORATION, that said instrument was signed 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.

[Notarial Seal]


Notary Public

