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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

November 2, 1994

19019-A

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 User Agreement which was duly filed with the Commission under Recordation Number 19019.

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

Lessor: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

Lessee: Locomotive Management Services
c/o Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

A description of the railroad equipment covered by the enclosed document is: twenty (20) General Electric Company Dash 8-40 CW Locomotives bearing road numbers 0740 - 0759, inclusive.

Counterparts - [Signature]

Mr. Vernon A. Williams
November 2, 1994
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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

19019-A

TERMINATION OF LEASE

THIS TERMINATION OF LEASE, made the 3rd day of November, 1994 by and among General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), and Locomotive Management Services, a Delaware general partnership ("LMS").

WHEREAS, GE and LMS are parties to an Interim User Agreement dated as of October 14, 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 October 14, 1994, at 11:25 a.m. and given Recordation Number 19019; and

WHEREAS, GE 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 GE, intending to be legally bound, agree as follows:

1. LMS and GE hereby terminate and cancel the Lease in its entirety, effective November 3, 1994, with respect to the following equipment covered thereby: Twenty (20) General Electric Company Diesel Electric Model Dash 8-40CW Locomotives bearing Road Numbers 0740-0759, inclusive.
2. The parties agree to record this Termination of Lease with the ICC so as to release GE'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 GE 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:

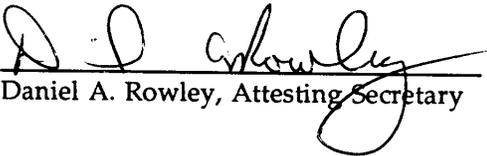
LOCOMOTIVE MANAGEMENT
SERVICES

James D. McGeehan, Secretary

By: _____
John A. McKelvey

ATTEST:

GENERAL ELECTRIC COMPANY



Daniel A. Rowley, Attesting Secretary

By: 

R. J. Koontz, Acting General
Manager, Americas' Locomotive
Marketing/Sales/Service

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 GE have each caused this Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

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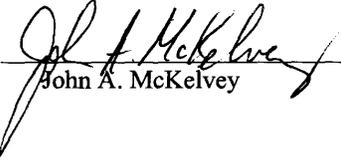


James D. McGeehan, Secretary

ATTEST:

Daniel A. Rowley, Attesting Secretary

LOCOMOTIVE MANAGEMENT
SERVICES

By: 

John A. McKelvey

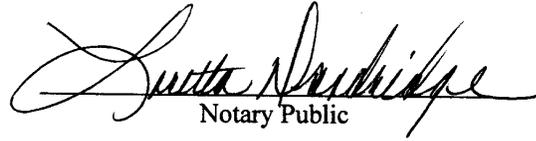
GENERAL ELECTRIC COMPANY

By: _____
R.J. Koontz, Acting General
Manager, Americas' Locomotive
Marketing/Sales/Service

COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF PHILADELPHIA)

On this 1 day of November, 1994, before me personally appeared John A. McKelvey, to me personally known, who, being by me duly sworn, says that he is an authorized signatory and member of the Partners' Committee of LOCOMOTIVE MANAGEMENT SERVICES, that said instrument was signed on behalf of said general partnership by authority of its Partner's Committee, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said general partnership.

[Notarial Seal]


Notary Public

NOTARIAL SEAL
LORETTA DANDRIDGE, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Sept. 21, 1998