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RECEIVED
OFFICE OF THE
SECRETARY

DEC 14 12 19 PM '95

RECORDATION NO. 16715-C
FILED 1424

DEC 14 1995 - 12 25 PM

INTERSTATE COMMERCE COMMISSION

December 14, 1995

Mr. Vernon A. Williams
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 four (4) copies of a Notice of Partial Termination of Equipment Lease, dated as of December 13, 1995, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document related to the Memorandum of Lease, which was duly filed with the Commission under Recordation Number 16715.

The name and address of the party to the enclosed document are:

Lessor : Connell Finance Company
45 Cardinal Drive
Westfield, New Jersey 07090-1099

A description of the railroad equipment covered by the enclosed document is:

Six (6) gondola cars bearing DRGW reporting marks and road numbers set forth on Schedule I to the Notice.

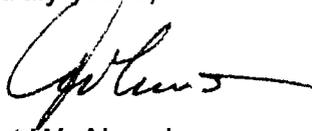
Counterparts - Earl M. Linn

Mr. Vernon A. Williams
December 14, 1995
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 two stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

12/14/95

Office Of The Secretary

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., 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 12/14/95 at 12:25PM, and assigned recordation number(s). 16715_C.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100891030)

\$ 21.00 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

NOTICE OF PARTIAL TERMINATION OF EQUIPMENT LEASE

This Notice of Partial Termination of Equipment Lease dated as of this 13th day of December, 1995, by Connell Finance Company, Inc., a New Jersey corporation (Lessor).

RECORDED NO. 16715-C
FILED 1995
DEC 14 1995 12:52 PM

RECITALS

WHEREAS, Lessor and The Denver and Rio Grande Western Railroad Company, a Delaware corporation (*Lessee*) entered into a Lease Agreement dated as of December 21, 1989 (the *Lease*) pursuant to which Lessor leased to Lessee certain equipment originally consisting of 103 steel 100 ton 4000 C.F. gondola cars, with identification marks DRGW 13000 - 13102 (both inclusive)(collectively, the *Equipment*, and individually a *Unit of Equipment*);

WHEREAS, the Lease was evidenced by a Memorandum of Lease of Railroad Equipment filed with the Interstate Commerce Commission on January 11, 1990 at 10:45 AM, Recordation No. 16715;

WHEREAS, subsequently, Lessor and Southern Pacific Lines entered into a letter agreement dated June 21, 1995 (the *Letter Agreement*) in which the parties agreed upon the post-Basic Term rights and obligations of the parties regarding repair, return, storage, and rent of the Units of Equipment; and

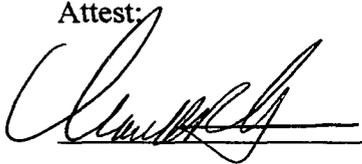
WHEREAS, the undersigned wishes to provide notice for the public record that the Lease has terminated as to a portion of the Units of Equipment;

NOW THEREFORE, as and only as to those Units of Equipment designated on Schedule I hereto, the undersigned does hereby acknowledge the termination of Lease as of this 13th day of December, 1995; *provided, however*, that all unfulfilled obligations of Lessee incurred prior to said termination as to such Units under the Lease and under the Letter Agreement, (including, without limitation, Section 9 (regarding removal of liens), Section 10 (indemnities), and, as modified by the Letter Agreement, Section 15.3 (condition upon redelivery) of the Lease), shall survive termination. The Lease and the Letter Agreement shall continue to be in full force and effect for all the Units of Equipment other than those designated on Schedule I hereto.

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

Attest:

CONNELL FINANCE COMPANY, INC.



By 

Name: Mark R. Decker

Name: Joseph E. Marioni

Title: Assistant Secretary

Title: Executive Vice President

**SCHEDULE I TO
PARTIAL TERMINATION OF EQUIPMENT LEASE**

Description of Equipment

Six (6) used 4000 c.f. rotary coupled gondola cars constructed by Thrall Car Manufacturing Company, with the following reporting marks and numbers:

<u>Reporting Mark</u>	<u>Car Number</u>
DRGW	13003
	13009
	13024
	13029
	13063
	13080

December 13, 1995