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RECORDATION NO. 16813-B FILED 1425

JUN 26 1990 3:02 PM

INTERSTATE COMMERCE COMMISSION

0-177A037

June 26, 1990

JUN 26 1990 7:59 PM
06. JUN 26 1990

St. Louis Southwestern Railway Company
Equipment Trust Financing
Dated as of May 1, 1990
\$61,250,000 Aggregate Principal Amount of
Equipment Trust Certificates

Dear Ms. McGee:

We are enclosing on behalf of St. Louis Southwestern Railway Company executed counterparts of the Interim Lease Agreement Termination (Final) dated June 26, 1990, relating to the termination of an Interim Lease Agreement dated March 1, 1990, for recordation pursuant to 49 U.S.C. § 11303.

The Interim Lease Agreement was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on March 28, 1990, at 10:40 a.m., Recordation No. 16813.

The parties to the enclosed agreement are:

Lessor

Electro-Motive Division
General Motors Corporation
LaGrange, Illinois 60525

Charles Dwyer
Philip Sawyer

Railroad-Lessee

St. Louis Southwestern Railway Company
Suite 803
One Market Plaza
San Francisco, California 94105

The equipment covered by the aforementioned termination appears in the first paragraph thereof.

Enclosed is our check for \$15 for the required fee. Please accept for recordation one counterpart of the enclosed Agreement, stamp the remaining counterparts with your recordation number and return them to the delivering messenger along with your fee receipt, addressed to the undersigned.

Very truly yours,



Harold E. Rolfe

Noreta R. McGee, Secretary,
Interstate Commerce Commission,
Washington, D.C. 20423

Encls.

80A

Interstate Commerce Commission
Washington, D.C. 20423

6/26/90

OFFICE OF THE SECRETARY

Harold E. Rolfe
Cravath, Swaine & Moore
Worldwide Plaza
825 Eighth Avenue
New York, N.Y. 10019

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 6/25/90 at 3:05pm and assigned recordation number(s). 16813-B

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

INTERIM LEASE AGREEMENT TERMINATION
(FINAL)

JUN 26 1990 -3 05 PM

INTERSTATE COMMERCE COMMISSION

This terminates the Interim Lease Agreement, dated March 1, 1990, between St. Louis Southwestern Railway Company ("Railroad") a Missouri corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation with respect to the following locomotives: 9665 through 9714 inclusive (hereinafter referred to as "Terminated Equipment").

WHEREAS, Railroad and EMD executed an Interim Lease Agreement, dated March 1, 1990, relating to the equipment described above ("Locomotives");

WHEREAS, the Interim Lease Agreement was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on March 28, 1990 at 10:40 a.m. Recordation No. 16813.

WHEREAS, the parties hereto desire to terminate and cancel the Interim Lease Agreement and to record this termination and cancellation;

Now, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree as follows:

1. Railroad and EMD hereby terminate and cancel the Interim Lease Agreement, effective June 26, 1990.
2. The parties agree to record this Agreement with the ICC so as to release the lien against the Terminated Equipment constituted by the Interim Lease Agreement.
3. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

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

ST. LOUIS SOUTHWESTERN RAILRAY COMPANY

Attest: _____

By: _____

Title: _____

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

Attest: [Signature]

By: [Signature]

John W. Jarrell
Title: Vice President & General Manager

State of Illinois)
County of Cook) ss.

On this 26th day of June, 1989^{90 JA}, before me personally appeared John W. Jarrell, to me personally known, who, being by me duly sworn, did say that he is a V.P. & General Manager of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such 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 such corporation.

Juanita Acantilado
Notary Public

My commission expires:

April 17, 1992



State of _____)
County of _____) ss.

On this _____ day of _____, 1989, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he is a _____ of _____, that the instrument was signed on behalf of such 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 such corporation.

Notary Public

My commission expires:
