

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

SUITE 850

1275 K STREET, N. W

WASHINGTON, D. C. 20005-4078

TELEPHONE (202) 371-9500

TELECOPIER (202) 371-0900

RECORDATION NO. 16843 FILED 1425

April 16, 1993

APR 16 1993 11-40 AM

INTERSTATE COMMERCE COMMISSION

Recordation No. 16843-A

Dear Mr. Strickland:

On behalf of Pac Rail I submit for filing and recording under 49 U.S.C. Section 11303 and the regulations promulgated thereunder, counterparts of a secondary document, not previously recorded, entitled Termination of Memorandum of Lease ("Release"). *Noted as of April 9, 1993.*

The parties to the enclosed Release are:

Pac Rail - LESSOR
Suite 1655
Two Embarcadero Center
San Francisco, CA 94111

Illinois Central Railroad - LESSEE
455 North City Front Place
Chicago, Illinois 60611

The said Release is a full, complete termination, cancellation and release of all rights, title and interest of the parties thereto in, to and under that certain Railroad Equipment Master Lease dated as of April 6, 1990, and the related Equipment Schedule No. 3 dated April 23, 1990, referenced in the Memorandum of Lease, and in the said Memorandum of Lease, and all rolling stock covered thereby and therein, the aforesaid Memorandum of Lease having been filed and recorded with the Interstate Commerce Commission under Recordation No. 16843 and the Release should be recorded under the next available letter under Recordation No. 16843, which we believe is -A.

The equipment covered by the enclosed Release is all equipment covered in and by the Memorandum of Lease and in and by the documents referenced therein.

Handwritten signature: G. H. J. Jamin

DONELAN, CLEARY, WOOD & MASER, P. C.
Letter to Honorable Sidney L. Strickland, Jr.
April __, 1993
Page 2

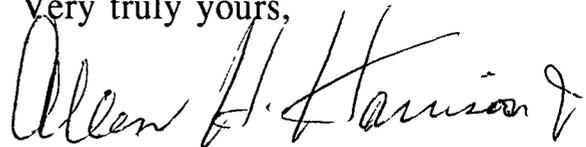
A short summary of the Release to appear in the ICC Index is as follows:

“Full Termination and Release.”

Enclosed is a check in the amount of sixteen dollars (\$16.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.
*Attorney for Pac Rail for
the purpose of this filing.*

Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20231

Enclosures

BY HAND
8365-020

Interstate Commerce Commission
Washington, D.C. 20423

4/16/93

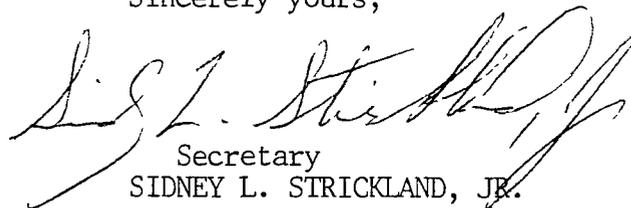
OFFICE OF THE SECRETARY

Allen H. Harrison, Jr.
Done Cleary, Wood & Maser
1275 K St. N.W., Suite 850
Washington, D.C. 20005-4078

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 **4/16/93** at **11:40am**, and assigned recordation number(s). **16843-A**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

REGISTRATION NO. 16843-A FILED 1408

TERMINATION
OF
MEMORANDUM OF LEASE

APR 16 1993 11:40 AM

INTERSTATE COMMERCE COMMISSION

THIS TERMINATION OF MEMORANDUM OF LEASE is made as of April 9, 1993 by and between Pac Rail, lessor and Illinois Central Railroad, lessee.

WHEREAS, Pac Rail, as lessor and Illinois Central Railroad, as lessee entered into that certain Memorandum of Lease executed April 23, 1990 covering that certain Railroad Equipment Master Lease dated as of April 6, 1990, related Equipment Schedule No. 3 dated April 23, 1990 and the equipment described in an Appendix A attached thereto; and

WHEREAS the said Memorandum of Lease was recorded with the Interstate Commerce Commission on April 24, 1990 under Recordation No. 16843; and

WHEREAS, the leasing of the aforesaid equipment between the parties hereto has been and is now terminated; and

WHEREAS the parties hereto desire to show for the public record the full, complete termination of the aforesaid Memorandum of Lease.

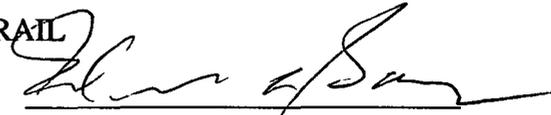
NOW THEREFORE, in consideration of the promises and other good and valuable considerations, the receipt and sufficiency of which is acknowledged, intending to be legally bound, the parties hereto agree as follows:

1. The parties hereto verify the full, complete termination and cancellation of the aforesaid Memorandum of Lease with the intent to releases and discharges therefrom and thereunder the equipment covered thereby.

IN WITNESS WHEREOF, the undersigned has each caused this Termination of Memorandum of Lease to be duly executed by its authorized officers as of the day and year first above written.

PAC RAIL

By: _____
Name: _____
Title: _____



ILLINOIS CENTRAL RAILROAD

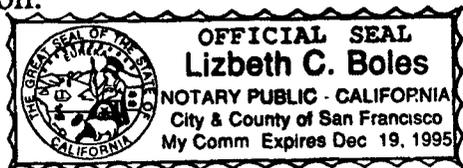
By: _____
Name: _____
Title: _____



D.A. KOMAN
TREASURER

STATE OF CALIFORNIA)
)
COUNTY OF SAN FRANCISCO)

On this 5th day of April, 1993, before me personally appeared in San Francisco, to me personally known, who, being duly sworn, did say that he/she is Edward Garvey of Pac Rail, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.



Lizbeth C. Boles
Notary Public

My commission expires:

12/19/95

STATE OF ILLINOIS)
)
COUNTY OF COOK)

On this 15th day of April 1993, before me personally appeared D. A. Roman, to me personally known, who, being duly sworn, did say that he/she is Treasurer of Illinois Central Railroad, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

Karen A. McCarthy
Notary Public

My commission expires:

