



NORFOLK SOUTHERN

Norfolk Southern Corporation
Law Department
Three Commercial Place
Norfolk, Virginia 23510-2191

Writer's Direct Dial Number

(804) 629-2818

16875-G
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JAN 8 1993 - 11:25 AM

INTERSTATE COMMERCE COMMISSION

J. Gary Lane
Senior General Attorney

3-008A015

January 5, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

In accordance with 49 U.S.C. § 11303 and the Commission's rules, I submit herewith for recording with the Commission four (4) counterparts of the document described below. I request that three (3) of the counterparts be returned to the undersigned.

(1) This document is a Termination of Lease dated as of December 15, 1992, executed by Norfolk Southern Corporation as agent for Norfolk and Western Railway Company and Norfolk Southern Railway Company (collectively, the "Lessor"), and by Wheeling & Lake Erie Railway Company (the "Lessee").

(2) This document is a "secondary document" under 49 C.F.R. § 1177.1, pertaining to and amending the following primary document: Equipment Lease Agreement between the same parties dated as of May 17, 1990, recorded May 23, 1990, and assigned recordation number 16875.

(3) The railroad equipment formerly covered by the primary document to which this relates is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Identity Marks</u>
44	GP-30, GP-35 Diesel Electric Locomotives	B-B	From WE 2645-2715
9	SD-35, SD-45 Diesel Electric Locomotives	C-C	WE 1765-1770 (inclusive), WE 1784, and WE 1800
2	RP-E6 Locomotive Slugs	C-C	WE 9950, WE 9951

Counterparts - Paul Howard

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Identity Marks</u>
10	Cabooses	NE	From WE 518514-518693, and from WE 557528-557587
200	70-ton Gondola Cars	GB	From WE 291006-291264, WE 314009-314299, WE 328019-328594, and WE 60009-61494
350	Open Top Hopper Cars	HT	From WE 27001-27977, WE 34167-41995, WE 76532-76930, WE 84005-84332, WE 101427-107943, WE 72050-74744, and WE 281005-281548
2	Air Dump Cars	MWD	WE 991954, WE 991978
2	Jackson Tampers		JT-8104-JL-N, JT-7804-JL-N
2	Kershaw Ballast Regulators		BR-7601, BR-7704
1	Switch Tamper		ET-38-SM
1	Tie Knock Out		TRI-8501-P
1	Spiker		NS-7703-FN
1	Scarifier		TBS-8201
28	Telemetry Devices		From D-1199 to D-1972, and from NSX 5043-5635

(4) The names and addresses of the parties executing the Termination of Lease are as follows:

LESSOR: Norfolk Southern Corporation (as agent for
Norfolk and Western Railway Company and
Norfolk Southern Railway Company)
Three Commercial Place
Norfolk, Virginia 23510

LESSEE: Wheeling & Lake Erie Railway Company
100 East First Street
Brewster, Ohio 44613

(5) After recordation, please return three original counterparts of the document, stamped with the Commission's recordation data, to the undersigned at Norfolk Southern Corporation, Three Commercial Place, Norfolk, Virginia 23510.

(6) The recordation fee of \$16.00 is enclosed.

(7) A short summary of the Termination of Lease for use in the index follows:

This is a Termination of Lease dated as of December 15, 1992, to an Equipment Lease between Norfolk Southern Corporation (as agent for Norfolk and Western Railway Company and Norfolk Southern Railway Company), Lessor, and Wheeling & Lake Erie Railway Company, Lessee, dated May 17, 1990, which formerly covered 55 locomotives, 10 cabooses, 200 gondola cars, 350 open-top hopper cars, 2 air dump cars, 1 switch tamper, 2 Jackson tampers, 2 ballast regulators, 1 tie knock out, 1 spiker, 1 scarifier, and 14 sets of telemetry devices.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



J. Gary Lane

jgl
encl.

Interstate Commerce Commission
Washington, D.C. 20423

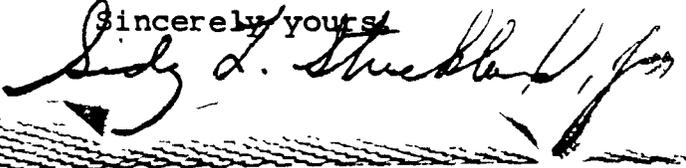
1/8/92

OFFICE OF THE SECRETARY

J. Gary Lane
Senior General Attorney
Norfolk Southern Corporation
Norfolk, VA. 23510-2191

Dear sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/8/93 at 11:25AM, and assigned re-
recording number(s). 16875-G.

Sincerely yours,

Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

JAN 8 1993 - 11:25 AM

TERMINATION OF LEASE

INTERSTATE COMMERCE COMMISSION

This Termination of Lease dated as of December 15, 1992, is between Norfolk Southern Corporation, as agent for NORFOLK AND WESTERN RAILWAY COMPANY and NORFOLK SOUTHERN RAILWAY COMPANY (formerly named Southern Railway Company) (collectively, the "Lessor"), and WHEELING & LAKE ERIE RAILWAY COMPANY ("Lessee").

Recitals

A. Lessor and Lessee entered into an Equipment Lease Agreement dated May 17, 1990 (recorded with the Interstate Commerce Commission on May 23, 1990, and assigned recordation number 16875), covering the lease of certain railroad equipment by Lessor to Lessee, and amended that agreement pursuant to a Statement of New Numbers dated December 19, 1990, an Amendment dated May 20, 1991, an Amendment dated July 31, 1991, an Amendment dated December 26, 1991, an Amendment dated March 3, 1992, and an Amendment dated October 2, 1992 (the Equipment Lease Agreement, as amended, is referred to herein as the "Lease").

B. Pursuant to a Sale and Purchase Agreement dated October 29, 1992, between Lessor and Great Western Leasing Company ("GWL"), Lessor sold to GWL, on October 30, 1992, seventeen (17) model GP35 diesel-electric locomotives that constituted all the equipment then remaining under the Lease.

C. As of the date hereof, no equipment remains subject to the Lease and Lessor and Lessee desire formally to terminate the Lease and cause it to be released and terminated of record.

Agreement

NOW, THEREFORE, Lessor and Lessee agree as follows:

1. Lessor and Lessee hereby terminate the Lease effective the date hereof. Lessor consents to the termination of the Lease of record.

2. Except for two sets of telemetry devices which were lost or destroyed by Lessee and for which Lessor will invoice Lessee, Lessor and Lessee acknowledge that all the equipment previously subject to the Lease has been returned to Lessor or sold (at Lessee's request and with Lessee's and Lessor's consent) to third parties.

3. This termination of the Lease shall not affect or extinguish any claims or rights of any party against another party that shall have accrued prior to the date hereof, nor shall such termination relieve any party of any payment or other obligation arising under the Lease prior to such termination.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Amendment to be signed by their authorized officers as of the date first written above.

NORFOLK SOUTHERN CORPORATION, as
agent for NORFOLK AND WESTERN
RAILWAY COMPANY and NORFOLK
SOUTHERN RAILWAY COMPANY

By: Wilbur R. [Signature]
Vice President

WHEELING & LAKE ERIE RAILWAY
COMPANY

By: [Signature]
President and Chief Executive
Officer

COMMONWEALTH OF VIRGINIA)
) SS:
CITY OF NORFOLK)

On this 5th day of January, 1993, before me personally appeared William J. Romig, to me personally known, who being by me duly sworn, says that he is a Vice President of Norfolk Southern Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

Judy A. McLaurney
Notary Public

My Commission expires: February 12, 1993.

STATE OF Ohio)
) SS:
COUNTY OF Stark)

On this 17 day of December, 1992, before me personally appeared Jerry D. Parsons, to me personally known, who being by me duly sworn, says that he is President of Wheeling & Lake Erie Railway Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument by him on this date was the free act and deed of said corporation.

Paula Keller
Notary Public

My Commission expires: Oct. 18, 1995