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December 26, 1990

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RECORDED NO 17050-A FILED 1425

DEC 27 1990 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

MICHAEL DOWNEY RICE
COUNSEL

Secretary
Interstate Commerce Commission
Washington, D.C.

Dear Secretary:

We enclose two counterparts of the document described below to be recorded pursuant to section 11303 of title 49 of the United States code.

This document is an interim lease agreement termination, dated December 26, 1990.

The primary document to which this is connected is recorded under recordation number 17050.

The names and addresses of the party to the document is as follows:

Bailor: Electro Motive Division
General Motors Corporation
9301 West 55th Street
Lagrange, Illinois 60525

Bailee: The Kansas City Southern
Railway Company
114 West 11th Street
Kansas City, Missouri 64105-1804

A description of the equipment covered by this document follow:

12 General Motors model SD60 3800 horsepower diesel electric locomotives bearing the road numbers of the Kansas City Southern Railway Company KCS724 through KCS735.

Dec 27 2 10 PM '90
MOTOR OPERATING UNIT

Handwritten signature: Jennifer A. Mitchell

We enclose a fee of \$15.00. Please return one counterpart of the document to James Magee, Esq., Reboul, MacMurray, Hewitt, Maynard & Kristol, 1111 19th Street, N.W., Suite 406, D.C. 20036.

A short summary of the document to appear in the index follows:

Interim lease agreement termination (final), terminating the interim lease and bailment agreement dated August 24, 1990, between General Motors Corporation (Electro-Motive Division), as bailor, and the Kansas City Southern Railway Company, as bailee, covering twelve General Motors model SD60, 3800 horsepower diesel electric locomotives bearing the road numbers of the Kansas City Southern Railway Company KCS724 through KCS735.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Michael Rice".

Michael Rice

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

12/27/90

OFFICE OF THE SECRETARY

Michael Rice
Reboul MacMurray Hewitt Maynard & Kristol
45 Rockefeller Plaza
New York, N.Y. 10111

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 12/27/90 at *2:15 pm*, and assigned recordation number(s). *17050-A*

Sincerely yours,

Sidney L. Strickland, Jr.
Sidney L. Strickland, Jr.
Secretary

ELECTRO-MOTIVE
Division of General Motors Corporation

INTERIM LEASE AGREEMENT TERMINATION
(FINAL)

RECORDED NO. 17050 - A
DEC 27 1990 - 2 15 PM
INTERSTATE COMMERCE COMMISSION

This terminates the Bailment Agreement, dated August 24, 1990, between Kansas City Southern Railway Company, ("Railroad") a Missouri corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation with respect to the following locomotives: KCS 724 to KCS 735, inclusive (hereinafter referred to as "Terminated Equipment").

WHEREAS, Railroad and EMD executed an Bailment Agreement, dated August 24, 1990 and an amendment thereto, 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 October 4, 1990 at 9:40 a.m. Recordation No. 17050.

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 December 22, 1990.
2. The parties agree to record this Agreement with the ICC so as to release the lien against all of 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.

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION
9301 W. 55th Street
LaGrange, Illinois 60525

Attest: *[Signature]*

By: *John W. Jewell*
Title: *Vice President & Gen. Mgr.*

KAM:dhv/TermAgmt

State of Illinois)
County of Cook) ss.

On this 26th day of December, 1990, 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 _____, 19____, 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:
