

**ICE
MILLER
DONADIO
& RYAN**

RECORDATION NO. 17346-A FILED 1423
MAY 2 1994 -3 10 PM
INTERSTATE COMMERCE COMMISSION
0100207081

April 25, 1994

Matthew C. Hook
(317)236-2392

DOCUMENT FOR RECORDATION

BY OVERNIGHT COURIER

Ms. Mildred Lee
Office of the Secretary
Interstate Commerce Commission
12th Street & Constitution Avenue
Room 2303
Washington, DC 20403

RECEIVED THE
OFFICE OF THE
SECRETARY
MAY 2 3 04 PM '94
LICENSING BRANCH

Dear Ms. Lee:

I have enclosed two (2) originally executed and two (2) counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The enclosed document is a Termination of Lease, a secondary document, executed by General Electric. The primary document to which this Termination relates is a Locomotive Lease Agreement, dated April 25, 1991, by and between General Electric Corporation, a New York corporation acting through its Transportation Systems Business Operation as "Lessor" and The Indiana Rail Road Company, an Indiana corporation as "Lessee", filed with the Interstate Commerce Commission on May 28, 1991 and recorded under Recordation No. 17346.

A fee of eighteen dollars (\$18.00) is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

Matthew C. Hook
ICE MILLER DONADIO & RYAN
One American Square, Box 82001
Indianapolis, IN 46282

Ms. Mildred Lee
April 25, 1994
Page 2

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

"Termination by General Electric Company of all its rights, title and interest under a Locomotive Lease Agreement dated April 25, 1991, a primary document recorded with the Interstate Commerce Commission under Recordation No. 17346."

The undersigned is the attorney for the Lessee under the above-described Lease, The Indiana Rail Road Company.

Very truly yours,

ICE MILLER DONADIO & RYAN



Matthew C. Hook

MCH/rh
Enclosures

cc: Ed Lembitz

IBB13577.WP5

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

May 2, 1994

Matthew C. Hook
ICE MILLER DONADIO & RYAN
One American Square, Box 82001
Indianapolis IN 46282

Dear Mr. Hook:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on May 2, 1994 at 3:10PM, and assigned
recordation number(s). 17346-A

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

MAY 2 1994 -3 10 PM

TERMINATION OF LEASE INTERSTATE COMMERCE COMMISSION

This Termination of Lease is made as of April 1, 1994, by and between General Electric Corporation, a New York corporation acting through its Transportation Systems Business Operation ("Lessor"), and The Indiana Rail Road Company, an Indiana corporation ("Lessee").

WHEREAS, the Lessor and the Lessee are parties to a Locomotive Lease Agreement, dated as of April 25, 1991 (the "Lease");

WHEREAS, said Lease was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303 on May 28, 1991, at 10:20 a.m. and given Recordation Number 17346; and

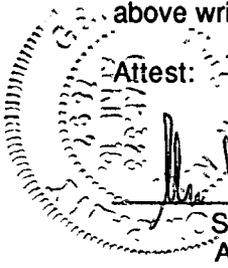
WHEREAS, the Lessor and the Lessee desire to terminate and cancel the Lease with respect to the equipment described therein and herein and to record such termination and cancellation with the ICC;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is hereby acknowledged, the Lessor and the Lessee, intending to be legally bound, hereby agree as follows:

1. The Lessor and the Lessee hereby terminate and cancel the Lease, effective as of April 1, 1994, with respect to the following equipment: One (1) General Electric Company Model C30-7 Diesel Electric Locomotive bearing road number 8032 (hereinafter, the "Terminated Equipment").
2. The Lessor and the Lessee agree to record this Termination of Lease with the ICC so as to release the Lessor's lien against the Terminated Equipment.
3. This Termination of Lease may be executed by the parties hereto in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Termination of Lease to be duly executed by their authorized officers as of the date and year first above written.

Attest:



[Signature]
 Shawn P. Galey
 Attesting Secretary

GENERAL ELECTRIC COMPANY

By: *[Signature]*
 Dennis Taylor
 Manager, Motive Power Leasing

Attest:

[Signature]
 Louis E. Moschell
 Secretary

THE INDIANA RAIL ROAD COMPANY

By: *[Signature]*
 Thomas G. Hovack
 President

Commonwealth of Pennsylvania)
)
County of Erie)

On this 18th day of April, 1994, before me personally appeared Dennis Taylor, to me personally known, who, being duly sworn, did depose and say that he is Manager, Motive Power Leasing of the Transportation Systems Business Operation of General Electric Company, that the foregoing 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.

Carol A. Wanlen

Notary Public

My commission expires:

Notary Seal
Carol A. Wanlen Notary Public
Lawrence Park Twp Erie County
My Commission Expires Dec 12, 1994

State of Indiana)
)
County of Marion)

On this 19 day of April, 1994, before me personally appeared Thomas G. Hovack, to me personally known, who, being duly sworn, did depose and say that he is President of The Indiana Rail Road Company, that the foregoing 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.

Sandra M. Stockman

Notary Public

My commission expires:

SANDRA M STOCKMAN
NOTARY PUBLIC STATE OF INDIANA
JOHNSON COUNTY
MY COMMISSION EXP NOV 2, 1996