

RECORDATION NO. 13573-D FILED 1425
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ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

February 3, 1997

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies of a Termination of Lease, dated as of December 23, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Equipment Lease which was previously filed with the Commission under Recordation Number 13573.

The names and addresses of the parties to the enclosed document are:

Lessor: Whitman Leasing, Inc.
(successor in interest to IC
Equipment Leasing Company)
3501 Algonquin Road
Rolling Meadows, IL 60008

Lessee: Illinois Central Railroad Company
455 North Cityfront Plaza Drive
Chicago, IL 60611

A description of the railroad equipment covered by the enclosed document is:
175 flatcars bearing ICG and IC reporting marks and road numbers set forth on Exhibit A attached thereto.

Edward M. Yarn
County Clerk

Mr. Vernon A. Williams
February 3, 1997
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Also enclosed is a check in the amount of \$22.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return three stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

TERMINATION OF LEASE

13573-D
FEB 23 1996

THIS TERMINATION OF LEASE is made as of December 23, 1996 by and between Whitman Leasing, Inc., a Delaware corporation ("Lessor"), and Illinois Central Railroad Company, a Delaware corporation ("Lessee") formerly known as Illinois Central Gulf Railroad.

WITNESSETH:

WHEREAS, Lessee leased certain 100-ton bulkhead flat cars, more fully described on Exhibit A hereto (the "Units") pursuant to that certain Equipment Lease dated as of January 4, 1982 originally between Lessee and IC Equipment Leasing Company, an Illinois corporation (recorded as ICC Recordation No. 13573 on March 1, 1982), as amended to date (the "Lease"); and

WHEREAS, Lessor is the successor in interest to the lessor under the Lease;

NOW, THEREFORE, in consideration of the mutual agreements contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and with authority to issue and execute this document, intending to be legally bound, and recognizing the need to officially terminate the Lease in the files of the Surface Transportation Board and the Interstate Commerce Commission, each of Lessor and Lessee hereby terminates the Lease and releases the other party from its obligations and liabilities thereunder effective as of the date herein first written above; provided, however, that all obligations and liabilities of the parties under the Lease with respect to any continuing indemnities shall remain in full force and effect to the extent they relate to an occurrence, condition or event arising or existing during the period of time prior to the effective date of this Termination of Lease.

This Termination of Lease may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Termination of Lease to be duly executed as of the day and year first above written.

WHITMAN LEASING, INC.

By: Kath R. Johnson
Title: Vice President & Treasurer

ILLINOIS CENTRAL RAILROAD COMPANY

By: [Signature]
Title: TREASURER

STATE OF Illinois)
) SS
COUNTY OF Cook)

On this 23rd day of January, 1997, before me personally appeared Kathleen R. Gannon, to me personally known, who, being by me duly sworn, says that (s)he is Vice Pres. & Treasurer of Whitman Leasing, Inc., that the foregoing instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Olga Iszczuk
Notary Public

My commission expires: _____

STATE OF Illinois)
) SS
COUNTY OF Cook)

On this 28th day of January, 1997, before me personally appeared D. A. Koman, to me personally known, who, being by me duly sworn, says that he is Treasurer of Illinois Central Railroad Company, that the foregoing instrument was signed on behalf of said 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 said corporation.

Marietta D. Sullivan
Notary Public



My commission expires: Jan 31, 1997

EXHIBIT A

175 100-ton Bulkhead Flat Cars, manufactured by Portec, Inc., originally marked and numbered ICG 978675 to ICG 978749, inclusive, and ICG 978900 to ICG 978999, inclusive, and currently marked and numbered as follows:

| | | | |
|------------|------------|------------|-------------------------|
| ICG 978675 | ICG 978726 | ICG 978927 | ICG 978975 |
| ICG 978676 | ICG 978727 | ICG 978928 | ICG 978976 |
| IC 978677 | ICG 978728 | ICG 978929 | ICG 978977 |
| ICG 978678 | ICG 978729 | ICG 978930 | ICG 978978 |
| IC 978680 | ICG 978730 | ICG 978931 | ICG 978979 |
| IC 978681 | IC 978731 | ICG 978932 | ICG 978980 |
| ICG 978682 | ICG 978732 | ICG 978933 | IC 978981 |
| ICG 978683 | ICG 978733 | ICG 978934 | ICG 978982 |
| ICG 978684 | ICG 978734 | ICG 978935 | ICG 978983 |
| ICG 978685 | ICG 978735 | ICG 978936 | ICG 978984 |
| ICG 978686 | ICG 978736 | ICG 978937 | ICG 978985 |
| ICG 978687 | ICG 978737 | ICG 978938 | ICG 978986 |
| ICG 978688 | ICG 978738 | ICG 978939 | ICG 978987 |
| ICG 978689 | ICG 978739 | ICG 978940 | ICG 978988 |
| ICG 978690 | ICG 978740 | ICG 978941 | ICG 978989 |
| ICG 978691 | ICG 978741 | ICG 978942 | ICG 978990 |
| ICG 978692 | ICG 978742 | ICG 978943 | ICG 978991 |
| ICG 978693 | ICG 978743 | IC 978944 | ICG 978992 |
| ICG 978694 | ICG 978744 | IC 978945 | ICG 978993 |
| ICG 978695 | ICG 978745 | ICG 978946 | ICG 978994 |
| ICG 978696 | ICG 978746 | ICG 978947 | ICG 978995 |
| ICG 978697 | ICG 978747 | ICG 978948 | ICG 978996 |
| ICG 978698 | ICG 978748 | ICG 978949 | ICG 978997 |
| ICG 978699 | ICG 978749 | ICG 978950 | ICG 978998 |
| ICG 978700 | ICG 978900 | ICG 978951 | ICG 978999 |
| ICG 978701 | ICG 978901 | ICG 978952 | |
| ICG 978702 | IC 978902 | ICG 978953 | <u>Casualtied Units</u> |
| ICG 978703 | ICG 978903 | ICG 978954 | ICG 978679 |
| ICG 978704 | ICG 978904 | ICG 978955 | ICG 978707 |
| ICG 978705 | ICG 978905 | ICG 978956 | |
| ICG 978706 | ICG 978906 | ICG 978957 | |
| ICG 978708 | ICG 978907 | ICG 978958 | |
| IC 978709 | ICG 978908 | ICG 978959 | |
| ICG 978710 | ICG 978909 | ICG 978960 | |
| ICG 978711 | IC 978910 | ICG 978961 | |
| ICG 978712 | ICG 978911 | ICG 978962 | |
| ICG 978713 | ICG 978912 | ICG 978963 | |
| ICG 978714 | ICG 978913 | ICG 978964 | |
| ICG 978715 | ICG 978914 | ICG 978965 | |
| ICG 978716 | ICG 978915 | ICG 978966 | |
| ICG 978717 | ICG 978916 | ICG 978967 | |
| ICG 978718 | ICG 978917 | ICG 978968 | |
| ICG 978719 | ICG 978918 | ICG 978969 | |
| ICG 978720 | ICG 978919 | ICG 978970 | |
| ICG 978721 | ICG 978920 | ICG 978971 | |
| ICG 978722 | ICG 978921 | ICG 978972 | |
| ICG 978723 | ICG 978922 | ICG 978973 | |
| ICG 978724 | ICG 978923 | ICG 978974 | |
| ICG 978725 | ICG 978924 | | |
| | ICG 978925 | | |
| | ICG 978926 | | |