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INTERSTATE COMMERCE COMMISSION

RECORDATION NO 9410-A FILED 1425

MAR 4 - 1992 -9 50 AM

INTERSTATE COMMERCE COMMISSION

RELEASE AND TERMINATION

RELEASE AND TERMINATION (THE "RELEASE") dated as of July 3, 1990, between GENERAL ELECTRIC CAPITAL CORPORATION, a New York corporation ("GECC") and REX RAILWAYS, INC., a New Jersey corporation ("Rex Railways").

WHEREAS, Rex Railways purchased from FMC Corporation, one hundred (100) general purpose boxcars (the "Cars"); and

WHEREAS, Rex Railways leased the Cars to Lamoille Valley Railroad Company, Inc. ("LVRC") pursuant to a lease agreement, dated as of February 1, 1978, as amended (as amended, the "LVRC Lease"), between Rex Railways and LVRC, which was filed with the Interstate Commerce Commission ("I.C.C.") pursuant to 49 U.S.C. Section 11303(a) on March 6, 1978, and given Recordation No. 9264; and

WHEREAS, CC Leasing Corporation ("CC Leasing") loaned Rex Railways funds to finance the purchase of the Cars; and

WHEREAS, to secure the payment and performance of Rex Railways' obligations pursuant to the loan made by CC Leasing, Rex Railways assigned its rights in and to the Cars and the LVRC Lease to CC Leasing pursuant to an Assignment Agreement and Chattel Mortgage, dated as of June 1, 1978 (the "Assignment Agreement"), between Rex Railways and CC Leasing, which was filed with the I.C.C. pursuant to 49 U.S.C. Section 11303(a) on May 31, 1978, and given Recordation No. 9410; and

WHEREAS, Rex-Noreco, Inc. ("Rex-Noreco") guaranteed the obligations of Rex Railways under the Assignment Agreement pursuant to a guaranty, dated as of June 1, 1978 (the "Guaranty"), between Rex-Noreco and CC Leasing; and

WHEREAS, the Cars were remarked to the reporting marks of the Kansas City Southern Railroad Company ("KCS") pursuant to a lease agreement, dated as of February 25, 1982 (the "KCS Lease"), between Rex Railways and KCS, which was filed with the I.C.C. pursuant to 49 U.S.C. Section 11303(a) on March 15, 1982, and given Recordation No. 13590; and

WHEREAS, the change in reporting marks of certain railcars, including the change in reporting marks of the Cars to reporting marks from within the range KCS 753301-754293, non-sequential, is identified on Exhibit B to the KCS Lease; and

WHEREAS, one (1) car has been destroyed; namely KCS 754081; and

WHEREAS, GECC, formerly known as General Electric Credit Corporation, is successor in interest to CC Leasing; and

WHEREAS, Rex Railways has fulfilled all its obligations due GECC under the Assignment Agreement, the Assignment Agreement has expired by its terms on July 3, 1990, and the Guaranty has been extinguished; and

WHEREAS, pursuant to the terms of the Assignment Agreement, GECC has agreed to release its interests in the Cars and in the KCS Lease, to make the termination of the Assignment Agreement a matter of public record and to make clear upon the public record that the Guaranty has been extinguished.

NOW, THEREFORE, pursuant to the premises and the covenants and promises contained in the Assignment Agreement, GECC and Rex Railways agree as follows:

1. Effective as of July 3, 1990, the Assignment Agreement is hereby terminated in its entirety, except as to any rights and obligations that may, by their terms, survive expiration or termination.

2. Effective as of July 3, 1990, GECC fully, completely and irrevocably releases any interest it has or might have in and to the Cars identified on Schedule 1 attached hereto and the KCS Lease.

3. GECC acknowledges that the Guaranty has been extinguished, effective as of July 3, 1990, and hereby releases Rex-Noreco from all obligations thereunder.

4. GECC will, at Rex Railways' expense, from time to time, do and perform any other act and will execute and acknowledge any and all further instruments required by law or reasonably requested and prepared by Rex Railways in order to release or convey to Rex Railways any interests which BT has or may have in the Cars or the KCS Lease.

5. This Release shall be governed by and construed in accordance with the laws of the State of New York, but the parties shall be entitled to all rights conferred by the laws of the United States permitting filing with the Interstate Commerce Commission.

IN WITNESS WHEREOF, the parties have executed and delivered this Release as of the date first above written.

GENERAL ELECTRIC CAPITAL CORPORATION

By _____
Name:
Title: R.M. AGANS
VICE PRESIDENT - FINANCE

REX RAILWAYS, INC.

By _____
Name: Jeffrey A. Corbett
Title: President

STATE OF CONNECTICUT)
) ss. STAMFORD
COUNTY OF FAIRFIELD)

On this 28th day of February, 199 2 before me personally appeared R. M. Agans personally known to me to be the person who executed the within instrument as Vice President - Finance of General Electric Capital Corporation and acknowledged to me that the corporation executed it.

JOAN A. SAYER
NOTARY PUBLIC
My Commission Expires Oct. 31, 1996

Joan A Sayer
Notary Public

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN FRANCISCO)

On this 24th day of February, 1992, before me personally appeared Jeffrey A. Corbett, personally known to me to be the person who executed the within instrument as President of Rex Railways, Inc. and acknowledged to me that the corporation executed it.

OFFICIAL SEAL
Patricia Schumacker
NOTARY PUBLIC CALIFORNIA
City & County of San Francisco
My Comm. Expires Feb. 28, 1995

Patricia Schumacker
Notary Public

SCHEDULE 1

(A) the boxcars listed on Exhibit A attached hereto, together with all accessories, parts, appurtenances, repairs, replacements, substitutions, attachments, modifications, renewals, additions, improvements, upgrades and accessions and accumulations thereto (the "Cars"); and

(B) all right, title and interest of GECC in any lease, sublease, bailment or other contract or contract right, and all claims, rights, powers, privileges and remedies thereunder, whether presently existing or hereafter arising, as and to the extent such relate to the Cars (as and to the extent the foregoing relate to the Cars, the "Subleases").

EXHIBIT A

DESCRIPTION OF EQUIPMENT

Reporting Mark	Description of Equipment
KCS 753301	50 foot, 70-ton, general purpose boxcars
KCS 753319	
KCS 753327	
KCS 753335	
KCS 753343	
KCS 753351	
KCS 753360	
KCS 753378	
KCS 753386	
KCS 753394	
KCS 753408	
KCS 753416	
KCS 753424	
KCS 753432	
KCS 753441	
KCS 753459	
KCS 753467	
KCS 753475	
KCS 753483	
KCS 753491	
KCS 753505	
KCS 753513	
KCS 753521	
KCS 753530	
KCS 753548	
KCS 753556	
KCS 753564	
KCS 753572	
KCS 753581	
KCS 753599	
KCS 753602	
KCS 753611	
KCS 753629	
KCS 753637	
KCS 753645	
KCS 753653	
KCS 753661	

EXHIBIT A CONTINUED

Reporting Mark	Description of Equipment
KCS 753670	
KCS 753688	
KCS 753696	
KCS 753700	
KCS 753718	
KCS 753726	
KCS 753734	
KCS 753742	
KCS 753751	
KCS 753769	
KCS 753777	
KCS 753785	
KCS 753793	
KCS 753807	
KCS 753815	
KCS 753823	
KCS 753831	
KCS 753840	
KCS 753858	
KCS 753866	
KCS 753874	
KCS 753882	
KCS 753891	
KCS 753904	
KCS 753912	
KCS 753921	
KCS 753939	
KCS 753947	
KCS 753955	
KCS 753963	
KCS 753971	
KCS 753980	
KCS 753998	
KCS 754005	
KCS 754013	
KCS 754021	
KCS 754030	
KCS 754048	
KCS 754056	
KCS 754064	

EXHIBIT A CONTINUED

Reporting Mark	Description of Equipment
KCS 754072	
KCS 754099	
KCS 754102	
KCS 754111	
KCS 754129	
KCS 754137	
KCS 754145	
KCS 754153	
KCS 754161	
KCS 754170	
KCS 754188	
KCS 754196	
KCS 754200	
KCS 754218	
KCS 754226	
KCS 754234	
KCS 754242	
KCS 754251	
KCS 754269	
KCS 754277	
KCS 754285	
KCS 754293	

TOTAL: 99 Railcars