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

OF COUNSEL
URBAN A. LESTER

3-089A005

March 30, 1993

RECORDATION NO. 14279-B FILED 1425

MAR 30 1993 12-50 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully duly executed and acknowledged copies of a Termination of Equipment Lease Agreement, dated as of February 22, 1993 a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Equipment Lease Agreement dated as of February 1, 1984 which was duly filed and recorded on February 16, 1984 under Recordation Number 14279.

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

Lessor: MetLife Capital Corporation
10900 NE 8th Street, Suite 1300
Bellevue, Washington 98004

Lessee: Chicago and NorthWestern Transportation Company
One NorthWestern Center
Chicago, Illinois 60606

A description of the railroad equipment covered by the enclosed document is attached hereto as Exhibit A.

Also enclosed is a check in the amount of $16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Robert W. Alvord, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Very truly yours,

Robert W. Alvord

RWA/bg
Enclosures

EXHIBIT A

Chicago And Northwestern Transportation Company

Model Number AB 15153 GCNXMS Fully Enclosed Tri-Level Auto Racks, with Extended Height Doors, numbers as follows in groups of twenty-five (25):

Car Numbers		Rack Numbers	
ETTX	904703	B75201	A75202
ETTX	904029	B75199	A75200
ETTX	900368	B75195	A75196
ETTX	904269	B75221	A75222
ETTX	901296	B75215	A75216
ETTX	902252	B75219	A75220
ETTX	903821	B75205	A75206
ETTX	902149	B75223	A75224
ETTX	902254	B75227	A75228
ETTX	900980	B75231	A75232
ETTX	901322	B75217	A75218
ETTX	901351	B75239	A75240
ETTX	801520	B75243	A75244
ETTX	801735	B75245	A75246
ETTX	901686	B75247	A75248
ETTX	903823	B75253	A75254
ETTX	904034	B75257	A75258
ETTX	904027	B75261	A75262
ETTX	904625	B75265	A75266
ETTX	901449	B75269	A75270
ETTX	904764	B75235	A75236
ETTX	902188	B75273	A75274
ETTX	902941	B75277	A75278
ETTX	902731	B75283	A75284
ETTX	902235	B75279	A75280
ETTX	904620	B75289	A75290
ETTX	902947	B75291	A75292
ETTX	900687	B75295	A75296
ETTX	903812	B75299	A75300
ETTX	909439	B75303	A75304
ETTX	901682	B75307	A75308
ETTX	902916	B75311	A75312
ETTX	801534	B75315	A75316
ETTX	902915	B75319	A75320
ETTX	902209	B75323	A75324
ETTX	903816	B75327	A75328
ETTX	904025	B75331	A75332
ETTX	901032	B75335	A75336
ETTX	902092	B75339	A75340

Car Numbers		Rack Numbers	
ETTX	801527	B75197	A75198
ETTX	903811	B75193	A75194
ETTX	902249	B75209	A75210
ETTX	902457	B75213	A75214
ETTX	901299	B75221	A75222
ETTX	902147	B75207	A75208
ETTX	902094	B75203	A75204
ETTX	902205	B75225	A75226
ETTX	903809	B75229	A75230
ETTX	800290	B75233	A75234
ETTX	904026	B75191	A75192
ETTX	902093	B75241	A75242
ETTX	902165	B75251	A75252
ETTX	902740	B75259	A75260
ETTX	800181	B75255	A75256
ETTX	902145	B75249	A75250
ETTX	904759	B75263	A75264
ETTX	901421	B75267	A75268
ETTX	900999	B75271	A75272
ETTX	903817	B75237	A75238
ETTX	903793	B75275	A75276
ETTX	904747	B75281	A75282
ETTX	903808	B75285	A75286
ETTX	904432	B75287	A75288
ETTX	801526	B75293	A75294
ETTX	902170	B72997	A75298
ETTX	904267	B75301	A75302
ETTX	902151	B75305	A75306
ETTX	904043	B75309	A75310
ETTX	901031	B75313	A75314
ETTX	904748	B75317	A75318
ETTX	904762	B75321	A75322
ETTX	903803	B75325	A75326
ETTX	904626	B75329	A75330
ETTX	903818	B75333	A75334
ETTX	904811	B75337	A75338

Car Numbers		Rack Numbers	
ETTX	800034	B75341	A75342
ETTX	800718	B75345	A75346
ETTX	800327	B75349	A75350
ETTX	800322	B75353	A75354
ETTX	801827	B75357	A75358
ETTX	801029	B75361	A75362
ETTX	907119	B75365	A75366
ETTX	801662	B75369	A75370
ETTX	907114	B75373	A75374
ETTX	801192	B75377	A75378
ETTX	800411	B75381	A75382
ETTX	800076	B75385	A75386
ETTX	800608	B75389	A75390

Car Numbers		Rack Numbers	
ETTX	801818	B75343	A75344
ETTX	800037	B75347	A75348
ETTX	800269	B75351	A75352
ETTX	909121	B75355	A75356
ETTX	801815	B75359	A75360
ETTX	800999	B75363	A75364
ETTX	801194	B75367	A75368
ETTX	801169	B75371	A75372
ETTX	801825	B75375	A75376
ETTX	801137	B75379	A75380
ETTX	800086	B75383	A75384
ETTX	909169	B75387	A75388

Interstate Commerce Commission

Washington, D.C. 20423

3/30/93

OFFICE OF THE SECRETARY

Robert W Alvord
Alvord & Alvord
918 16th St N.W.
Washington,D.C. 20006

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 3/30/93 at 12:50pm, and assigned recordation number(s). 14279-B

Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

RECORDATION NO. 14279-B FILED 1425
MAR 30 1993 12-50 PM
INTERSTATE COMMERCE COMMISSION

TERMINATION OF EQUIPMENT LEASE AGREEMENT

THIS TERMINATION OF EQUIPMENT LEASE AGREEMENT, made as of this 22nd day of February, 1993, by and between MetLife Capital Corporation, ("MetLife") a Delaware corporation, and Chicago and North Western Holdings Corp. (successor to Chicago and North Western Transportation Company), a Delaware corporation ("CNW").

WHEREAS, MetLife and CNW are parties to an Equipment Lease Agreement, dated as of February 1, 1984 (the "Agreement"); and

WHEREAS, the Agreement was duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303, on February 16, 1984 and given Recordation Number 14279; and

WHEREAS, MetLife and CNW desire to terminate and cancel the Agreement 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 acknowledged, MetLife and CNW, intending to be legally bound, agree as follows:

1. MetLife and CNW hereby terminate and cancel the Agreement, effective January 4, 1993.

2. The parties agree to record this Termination of Equipment Lease Agreement with the ICC.

3. This Termination of Equipment Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Termination of Equipment Lease Agreement.

METLIFE CAPITAL CORPORATION

By: Mark C. Dentis

CHICAGO and NORTH WESTERN
TRANSPORTATION COMPANY

By: John E Voldseth

State of Washington)
)
County of King)

On this, the 22nd day of February, 1993, before me personally appeared Mark C. DeRitis, to me personally known, who being duly sworn, did say that he is Vice President and Manager of METLIFE CAPITAL CORPORATION, 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.

Thomas Edward Black
Notary Public

My commission expires: August 3, 1996

State of Illinois)
)
County of Cook)

On this, the 22nd day of February, 1993, before me personally appeared John E. Voldseth, to me personally known, who being duly sworn, did say that he is Vice President-Finance of CHICAGO AND NORTH WESTERN TRANSPORTATION 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.

Judith A. Simon
Notary Public

My commission expires: June 7, 1993

"OFFICIAL SEAL"
Judith A. Simon
Notary Public, State of Illinois
My Commission Expires 6/7/93

EXHIBIT A

Chicago And Northwestern Transportation Company

Model Number AB 15153 GCNXMS Fully Enclosed Tri-Level Auto Racks, with Extended Height Doors, numbers as follows in groups of twenty-five (25):

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ETTX	801137	B75379	A75380
ETTX	800086	B75383	A75384
ETTX	909169	B75387	A75388