

RECORDATION NO. 12136-B FILED

NOV 18 '98

1-40PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973
(202) 393-2266
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

November 18, 1998

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 two (2) copies of a Termination of Lease, dated as of January 18, 1995, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Equipment Lease which was previously filed with the Commission under Recordation Number 12136.

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

Lessor: State Street Bank and Trust Company (successor to
The Connecticut Bank and Trust Company)
225 Franklin Street
Boston, Massachusetts 02101

Lessee: Illinois Central Railroad Company
(f/k/a Illinois Central Gulf Railroad)
455 North Cityfront Plaza Drive
Chicago, Illinois 60611

A description of the railroad equipment covered by the enclosed document is:

ten (10) GP-11 locomotives - ICG 8741 through ICG 8750, inclusive
ten (10) SW-14 locomotives - ICG 1439 through ICG 1448, inclusive
thirteen (13) SD-20 locomotives - ICG 2012 through 2024, inclusive

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Counterparts - [Signature]

Mr. Vernon A. Williams
November 18, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

Date: 11/18/98

Robert W. Alvord
Alvord And Alvord
918 16th St., NW., Ste. 200
Washington, DC., 20006-2973

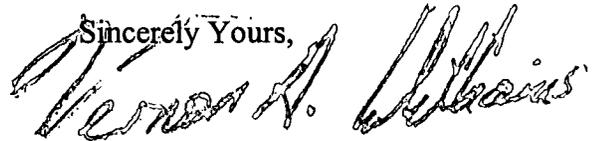
Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301

and 49 CFR 1177.3(c), on 11/18/98 at 1:40PM, and

assigned recordation number(s). 21790 and 12136-B.

Sincerely Yours,



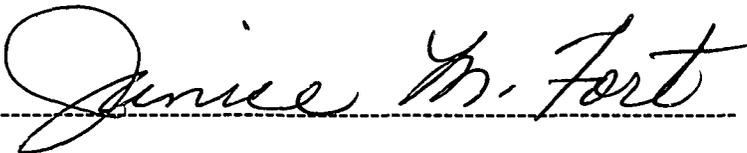
Vernon A. Williams

Enclosure(s)

52.00

\$_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



NOV 18 '98

1-40PM

TERMINATION OF LEASE

THIS TERMINATION OF LEASE is made as of January 18, 1995, by State Street Bank and Trust Company, not in its individual capacity, but solely as Trustee (as successor in interest to The Connecticut Bank and Trust Company) under I.C.G. Trust 'No. 80-5 ("Lessor"), and Illinois Central Railroad Company, a Delaware corporation, formerly known as Illinois Central Gulf Railroad ("Lessee").

WITNESSETH:

WHEREAS, Lessor and Lease are parties to that certain Equipment Lease, dated as of August 1, 1980 (the "Lease"), which has been recorded with the Interstate Commerce Commission on August 23, 1980 under recordation number 12136; and

WHEREAS, the duties and obligations of the parties to the Lease have been satisfied and discharged;

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other 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 Interstate Commerce Commission, Lessor and Lessee hereby terminate and cancel the Lease as of the date herein first written above; provided that this termination does not apply to provisions of the Lease stated to survive such termination.

IN WITNESS WHEREOF, the parties hereto have caused this Termination of Lease to be duly executed as of the date hereinabove first written.

State Street Bank and Trust Company, not individually, but solely in its capacity as Trustee, Lessor

By: 

Steven M. Freedman

Title: Assistant Secretary

ILLINOIS CENTRAL RAILROAD COMPANY

By: _____

Title: _____

COMMONWEALTH OF MASSACHUSETTS)

COUNTY OF SUFFOLK)

ss:

On this 18 day of January, 1995, before me personally appeared the within named Steven M. Freedman, to me personally known, who, being by me duly sworn, says that (s)he is Assistant Secretary of State Street Bank and Trust Company, that the foregoing instrument was signed on behalf of said corporation in its capacity as trustee under that certain trust known as I.C.G. Trust No. 80-5 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.

Daniel Golden

Notary Public

[Notary Seal]

DANIEL GOLDEN
Notary Public

My commission expires: My Commission Expires June 26, 1998

STATE OF _____)

COUNTY OF _____)

ss:

On this ____ day of _____, 1995, before me personally appeared the within named _____, to me personally known, who, being by me duly sworn, says that (s)he is _____ of Illinois Central Railroad Company, 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.

Notary Public

[Notary Seal]

DANIEL GOLDEN
Notary Public

My commission expires: My Commission Expires June 26, 1998

TERMINATION OF LEASE

THIS TERMINATION OF LEASE is made as of January 18, 1995, by State Street Bank and Trust Company, not in its individual capacity, but solely as Trustee (as successor in interest to The Connecticut Bank and Trust Company) under I.C.G. Trust No. 80-5 ("Lessor"), and Illinois Central Railroad Company, a Delaware corporation, formerly known as Illinois Central Gulf Railroad ("Lessee").

WITNESSETH:

WHEREAS, Lessor and Lease are parties to that certain Equipment Lease, dated as of August 1, 1980 (the "Lease"), which has been recorded with the Interstate Commerce Commission on August 23, 1980 under recordation number 12136; and

WHEREAS, the duties and obligations of the parties to the Lease have been satisfied and discharged;

NOW, THEREFORE, in consideration of the promises and covenants in the documents set forth above by reference, and for other 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 Interstate Commerce Commission, Lessor and Lessee hereby terminate and cancel the Lease as of the date herein first written above; provided that this termination does not apply to provisions of the Lease stated to survive such termination.

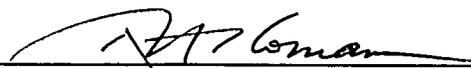
IN WITNESS WHEREOF, the parties hereto have caused this Termination of Lease to be duly executed as of the date hereinabove first written.

State Street Bank and Trust Company, not individually, but solely in its capacity as Trustee, Lessor

By: _____

Title: _____

ILLINOIS CENTRAL RAILROAD COMPANY

By: 
Title: Treasurer

COMMONWEALTH OF MASSACHUSETTS)
)
COUNTY OF SUFFOLK)

ss:

On this ____ day of _____, 1995, before me personally appeared the within named _____, to me personally known, who, being by me duly sworn, says that (s)he is _____ of State Street Bank and Trust Company, that the foregoing instrument was signed on behalf of said corporation in its capacity as trustee under that certain trust known as I.C.G. Trust No. 80-5 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.

Notary Public

[Notary Seal]

My commission expires: _____

STATE OF Illinois)
)
COUNTY OF Cook)

ss:

On this 19th day of January, 1995, before me personally appeared the within named D. A. Koman, to me personally known, who, being by me duly sworn, says that (s)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 (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Manetta D. Sullivan
Notary Public

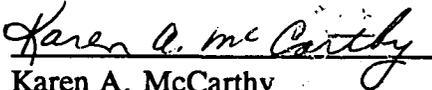
[Notary Seal] 

My commission expires: Jan. 31, 1997

**CERTIFICATE OF ASSISTANT SECRETARY
OF
ILLINOIS CENTRAL RAILROAD COMPANY**

I, Karen A. McCarthy, Assistant Secretary of Illinois Central Railroad Company, an Illinois corporation (the "Corporation"), hereby certify that attached hereto is a copy of the original Termination of Lease made as of January 18, 1995, by State Street Bank and Trust Company, not in its individual capacity, but as Trustee (as successor in interest to The Connecticut Bank and Trust Company) under I.C.G. Trust No. 80-5 and Illinois Central Railroad Company.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said Corporation this 17th day of November, 1998.



Karen A. McCarthy
Assistant Secretary
Illinois Central Railroad Company