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3-210A008

July 29, 1993

16651-D

JUL 29 1993 - 1 55 PM

INTERSTATE COMMERCE COMMISSION

JUL 29 1 52 PM '93
MOTOR OPERATING UNIT

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 three (3) duly executed and acknowledged copies of a Termination of Lease Notice, dated July 23, 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 a Memorandum of Lease dated November 1, 1989 which was duly filed with the Commission on December 13, 1989 under Recordation Number 16651.

The name and address of the party executing the enclosed document are:

Lessor: GP-39 Partners-89
107 South Spring Mill Road
Villanova, Pennsylvania 19085

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

Four (4) 1969 General Motors EMD Model GP-38 diesel electric locomotives bearing EUKA marks and numbered 30 - 33, inclusive.

Counterpart of Kim's Contract

Mr. Sidney L. Strickland, Jr.
July 29, 1993
Page 2

Also enclosed is a check in the amount of \$16 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to Robert W. Alvord, Esq., Alvord and Alvord, 918 Sixteenth Street, NW, Washington, DC 20006.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

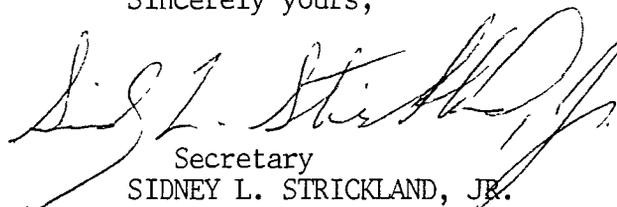
OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord and Alvord
918 Sixteenth Street
Washington, DC, 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 **July 29, 1993** at **1:55PM**, and assigned recordation number(s). **16651-D**

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

16651-D
JUL 29 1993 - 4 55 PM
INTERSTATE COMMERCE COMMISSION

TERMINATION OF LEASE NOTICE

To: Whom It May Concern

From: John M. Ruse

Re: Termination of GP38 Partners Lease with Eureka Southern Railroad

Date: July 23, 1993

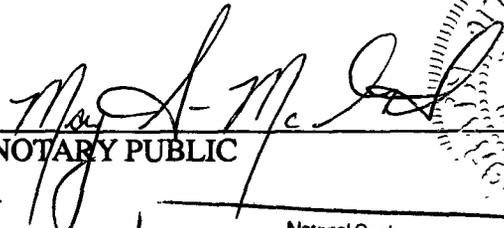
I, John M. Ruse, hereby represent and warrant that 1.) I am a General Partner in the GP38 locomotive partnership; 2.) the GP38/Eureka Southern lease was terminated effective April 1, 1992; 3.) the Eureka Southern's assets were sold in 1992 to the North Coast Railway Authority.

By: 
General Partner

COMMONWEALTH OF PENNSYLVANIA

COUNTY OF MONTGOMERY

On this 23rd day of July, 1993, before me personally appeared JOHN M. RUSE to me personally known, who being by me duly sworn, say that he is a GENERAL PARTNERS of GP 38 PARTNERS 89, that the foregoing instrument was signed on behalf of said Partnership, and he acknowledged that the execution of said instrument was his free act and deed.


NOTARY PUBLIC

My commission expires: 7-10 95

Notarial Seal
Mary Ann McGrath, Notary Public
Whitpain Twp., Montgomery County
My Commission Expires July 10, 1995
Member, Pennsylvania Association of Notaries