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RECORDED AND INDEXED 16651-E FILED 1425

AUG 2 1993 3-10 PM

INTERSTATE COMMERCE COMMISSION

AUG 2 3 02 PM '93
RECORD OPERATING UNIT

August 2, 1993

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) fully executed and acknowledged copies of a Termination of Assignment of Lease dated as of July 28, 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 Memorandum of Lease Agreement dated as of November 1, 1989 between GP-38 Partners 89, as Lessor, and Eureka Southern Railroad Company, Inc., as Lessee and the Assignment of Lease dated December 18, 1989 from CC Funding Corporation, Assignor to The Bank of New York, Trustee, which documents are filed and recorded with the Commission under Recordation Numbers 16651 and 16651-C, respectively.

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

The Bank of New York, Trustee
101 Barclay Street
New York, New York 10286

A description of the railroad equipment covered by the enclosed document is set forth in Schedule "A" thereto.

Betty J. Strickland
C. O. Alvord

Mr. Sidney L. Strickland, Jr.
August 2, 1993
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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 two (2) stamped copies of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Full Termination of Assignment of Lease.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

RECORDATION NO. 16651-C FILED 1993

JUL 2 1993 3:10 PM

INTERSTATE COMMERCE COMMISSION

Termination of Assignment of Lease

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, The Bank of New York Trustee under a Pooling and Servicing Agreement dated December 26, 1991 ("BONY") hereby terminates the Assignment of that certain Lease Agreement dated as of November 1, 1989 between GP-38 Partners 89, as Lessor, and Eureka Southern Railroad Company, Inc., as Lessee, said Lease having been recorded with the Interstate Commerce Commission under Recordation Number 16651 and the Assignment of said Lease to BONY having been recorded with said Commission under Recordation Number 16651-C.

BONY hereby authorizes the recordation of this Termination and agrees to execute such further documentation as GP-38 Partners 89 may reasonably request in order to carry out the purposes of this Termination of Assignment of Lease.

Executed as of this 28th day of JULY, 1993.

The Bank of New York, Trustee

By: 

Its: Assistant Vice President

SCHEDULE "A"

Equipment description to the Security Agreement Number
Dec. 11, 1989 Dated 101-1250027-07c and Promissory
 Note dated Dec 11, 1989 By and between Chrysler Capital
 Corporation, as Secured Party and GP-38 Partners 89 as Debtor.

| <u>Quantity</u> | <u>Description</u> | | |
|-----------------|--|----------------------|------------------------|
| 1. Four (4) | 1969 General Motors EMD Model GP-38 with Model 16-645E normally aspirated engines. | | |
| | <u>Unit #</u> | <u>Unit Serial #</u> | <u>Prime Mover S/N</u> |
| | Euka 30 | 34754 | 69-B2-1100 |
| | Euka 31 | 34755 | 69-B2-1118 |
| | Euka 32 | 35449 | 72-D2-1045 |
| | Euka 33 | 35450 | 70-M2-1108 |

2. Locomotive Lease Agreement dated November 1, 1989 between GP-38 Partners 89 and Eureka Southern Railroad Company, Inc. (the "Lease");
3. The monthly lease payments due under the Lease;
4. Proceeds of the foregoing collateral.

State of New York

County of New York

On this 28th day of July, 1993, before me personally appeared TODD NIEMY, to me personally known, who, being by me duly sworn, says that (s)he is a Assistant Vice President of The Bank of New York, that (s)he is duly authorized to sign the foregoing instrument on behalf of The Bank of New York, and that said instrument was signed on behalf of The Bank of New York, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of The Bank of New York.

Marion Papadogonas
Notary Public

(Notarial Seal)

My Commission Expires: _____

MARION PAPADOGONAS
Notary Public, State of New York
No. 31-4842989
Qualified in New York County
Commission Expires May 31, 1995