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OF COUNSEL
URBAN A. LESTER

August 22, 2000

RECORDATION NO. 18214-A FILED

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

AUG 23 '00 11-53 AM
73
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Locomotive Operating Lease Agreement Termination, dated as of June 30, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Locomotive Operating Lease Agreement which was previously filed with the Commission under Recordation Number 18214.

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

Lessor: General Motors Corporation
9301 West 55th Street
La Grange, IL 60525

Lessee: Grand Trunk Western Railroad Inc.
2800 Livernois
Troy, MI 48007

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

9 diesel electric locomotives within the series 763 - 813

Mr. Vernon A. Williams
August 22, 2000
Page Two

A short summary of the document to appear in the index follows:

Termination of Locomotive Operating Lease Agreement between General Motors Corporation, Lessor, and Grand Trunk Western Railroad, Inc. covering 9 diesel electric locomotives within the series 763 - 813.

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,



Robert W. Alvord

RWA/anm
Enclosures

LOCOMOTIVE OPERATING LEASE AGREEMENT TERMINATION

This Locomotive Operating Lease Agreement Termination dated as of June 30, 2000 (the "Termination") terminates the Locomotive Operating Lease Agreement, dated as of March 19, 1993 (the "Lease"), between General Motors Corporation (Electro-Motive Division) ("EMD"), a Delaware corporation, and Grand Trunk Western Railroad Inc. ("GTW").

WHEREAS, EMD and GTW executed a Locomotive Operating Lease Agreement, dated as of March 19, 1993, relating to the equipment described in Exhibit A hereto ("Locomotives");

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on April 28, 1993 at 9:50 a.m., and was filed under Recordation No. 18214; and

WHEREAS, EMD and GTW desire to terminate and cancel the Lease and to record this termination and cancellation;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, EMD and GTW agree as follows:

1. EMD and GTW hereby terminate and cancel the Lease.
2. EMD and GTW agree to record this Termination with the Surface Transportation Board so as to release the lien against the Locomotives constituted by the Lease.
3. This Termination may be executed by the parties in any number of counterparts, each executed counterpart constituting an original but altogether one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Termination to be duly executed and delivered by their authorized officers as of the day and year first above written.

GENERAL MOTORS CORPORATION
(ELECTRO-MOTIVE DIVISION)

By: [Signature]
Name: _____
Title: _____

Keith A. McCaless
Treasurer
Electro-Motive Division
General Motors Corporation

GRAND TRUNK WESTERN RAILROAD INC.

By: [Signature]
Name: John A. N. Lamont
Title: Sr. Mgr. Assoc Finance

RECORDATION NO. 18214-A FILED

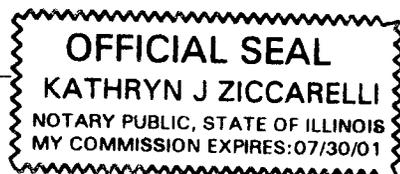
AUG 23 '00 11-53 AM

SURFACE TRANSPORTATION BOARD

State of Illinois)
) ss.
County of Cook)

On this 7th day of ~~July~~ ^{August}, 2000, before me personally appeared Keith A. McCauley, to me personally known, who, being by me duly sworn, says that (s)he is Treasurer of General Motors Corporation (Electro-Motive Division), and that (s)he is duly authorized to sign the foregoing instrument on behalf of General Motors Corporation (Electro-Motive Division) and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of General Motors Corporation (Electro-Motive Division).

Kathryn J. Ziccarelli
Notary Public
My commission expires:



~~Province~~
State of Quebec)
District) ss.
County of Montreal)

On this 15th day of ~~July~~ ^{August}, 2000, before me personally appeared JOHN AN LAMONT, to me personally known, who, being by me duly sworn, says that (s)he is SR. MANAGER A.F. of Grand Trunk Western Railroad Inc., and that (s)he is duly authorized to sign the foregoing instrument on behalf of Grand Trunk Western Railroad Inc. and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of Grand Trunk Western Railroad Inc.

Gene To
Notary Public ~~Attorney~~
My commission expires: 31/03/2001

EXHIBIT A

Nine GP-38-2 2000 horsepower diesel electric locomotives numbered as detailed below:

Original Road Number as delivered	Revised Road Numbering by EMD, July through December, 1987
7963	763
7972	772
7975	775
7990	790
7994	794
7995	795
8000	800
8006	806
8013	813