

RECORDATION NO. 20534-FF FILED

MAY 22 '07 -10 30 PM

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SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A LESTER

May 22, 2007

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 and Security Interest, dated as of May 21, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease previously filed with the Board under Recordation Number 20534-E.

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

Lessor:	Whitman Leasing, Inc. 3501 Algonquin Road Rolling Meadows, IL 60008
[Lessee:	Illinois Central Railroad Company 455 North Cityfront Plaza Drive Chicago, IL 60611]

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

1 locomotive: IC 6034 (formerly ICG 6034).

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

Termination of Lease and Security Interest.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

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(Whitman / IC Schedule No. 6)

SURFACE TRANSPORTATION BOARD

TERMINATION OF LEASE AND SECURITY INTEREST

THIS TERMINATION OF LEASE AND SECURITY INTEREST is made as of May 21, 2007 by **Whitman Leasing, Inc.** (the "Lessor").

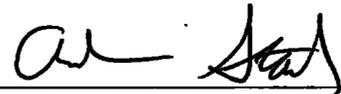
WITNESSETH:

1. Lessor and **Illinois Central Railroad Company** (the "Lessee") entered into a Master Equipment Operating Lease dated as of December 23, 1996 (the "Master Lease");
2. Lessor and Lessee entered into Schedule 6 dated as of December 23, 1996 to the Master Lease (which, together with the Master Lease, being collectively, the "Lease") covering one (1) SD-40 diesel-electric locomotive marked **IC 6034** (formerly ICG 6034) (the "Equipment");
3. To evidence the Lease, Lessor and Lessee entered into a Memorandum of Lease dated as of December 23, 1996 which was filed at the Surface Transportation Board on February 26, 1997 at 1:55 P.M. with recordation number 20534-E; and
4. Lessee has performed all of its obligations under the Lease.

NOW THEREFORE, for good and valuable consideration, Lessor agrees and acknowledges for the public record that (i) the Lease is hereby terminated (except for such terms thereof which expressly survive termination) and (ii) any security interest in the Equipment is hereby released.

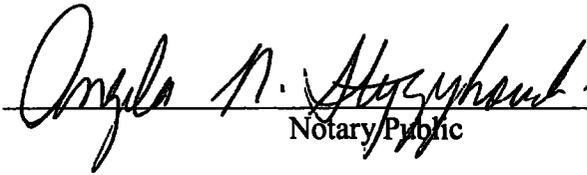
IN WITNESS WHEREOF, the Lessor has caused this Termination of Lease and Security Interest to be executed as of the date first above written.

WHITMAN LEASING, INC.,
Lessor

By: 
Name: Andrew R. Stark
Title: Vice-President & Treasurer

STATE OF ILLINOIS, COUNTY OF COOK, TO WIT:

On this 18th day of May, 2007 before me personally appeared, Andrew R. Stark, to me personally known, who being by me duly sworn, says that he is a Vice-President & Treasurer of Whitman Leasing, Inc., that said instrument was signed on behalf of said 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 said corporation.



Notary Public

[Notarial Seal]

My commission expires: 3/21/2011

