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OF COUNSEL
URBAN A. LESTER

November 1, 2012

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Full Termination of Leases, dated as of October 31, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 19041-D through 19041-H.

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

Lessor: Locomotive Management Services
2901 East Lake Road
Erie PA 16531

Chief,
Section of Administration
November 1, 2012
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A description of the railroad equipment covered by the enclosed document is:

Locomotives: LMSX 700 – LMSX 727 (previously 700 – 727) and IC 2455 – IC 2466 (formerly LMSX 728 – LMSX 739, which were originally 728 – 739) TERMINATED.

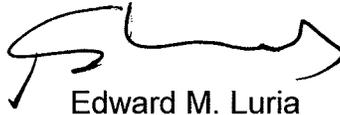
A short summary of the document to appear in the index is:

Notice of Full Termination of Leases.

Also enclosed is a check in the amount of \$42.00 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,



Edward M. Luria

EML/sem
Enclosures

NOTICE OF FULL TERMINATION OF LEASES
SURFACE TRANSPORTATION BOARD

The undersigned, LOCOMOTIVE MANAGEMENT SERVICES, as Lessor ("LMS"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby gives notice that it has terminated the lease agreements, as amended and supplemented hereinafter described in Schedule A hereof as to the three groups of locomotives respectively described in that Schedule.

LMS wishes to acknowledge for the public record that:

- 1) Each lease has terminated except for such provisions which by their nature survive termination; and
- 2) LMS hereby releases any security interest in the locomotives covered by each of the leases described in Schedule A.

Dated: October 31, 2012

LOCOMOTIVE MANAGEMENT SERVICES

By: [Signature]
Printed Name: James L. Winget
Title: Authorized Signatory

State of Ohio)
) ss.
County of Hamilton)

On this 31st day of October, 2012, before me personally appeared James L. Winget, to me personally known, who, being duly sworn did say that he is an authorized signatory of LOCOMOTIVE MANAGEMENT SERVICES, a partnership,, and that said instrument was signed on behalf of said partnership by authority of its Partnership Committee for the purpose herein stated, and he acknowledged said instrument to be the free act and deed of said partnership.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

[Signature]
NOTARY PUBLIC

My commission expires:



KIRSTEN M. MAX
NOTARY PUBLIC
STATE OF OHIO
Comm. Expires
September 09, 2016

Schedule A

Locomotive Lease Agreements dated as of November 15, 1994, each as amended and supplemented, covering, in each instance, the following GE Dash 8-40CW locomotives, as described in the following Surface Transportation Board and Registrar General of Canada filings:

1. **IC 2455 through IC 2466** (formerly **LMSX 728 through LMSX 739**, original road numbers **728 through 739**):

a. Memorandum of Locomotive Lease Agreement, Partial Termination Thereof and Assignment of Leasehold Interest Therein, dated as of April 30, 2001, among Locomotive Management Services, Lessor, Canadian National Railway Company, Lessee/Assignor and Illinois Central Railroad Company, Lessee, filed with the Surface Transportation Board (the "Board") on August 1, 2001, at 1:42 p.m., under Recordation Number 19041-D and with the Registrar General of Canada (the "RGC") under Document Key 13500 on August 2, 2001, at 9:32 A.M.

b. Notice of Locomotive Renumbering, dated as of October 15, 2001, by Illinois Central Railroad Company, Lessee, filed with the Board on November 7, 2001, at 1:13 p.m., under Recordation Number 19041-F and with the RGC under Document Key 13695 on October 30, 2001, at 12:17 P.M.

2. **LMSX 712 through LMSX 727**, (original road numbers **712 through 727**):

a. Memorandum of Locomotive Lease Agreement, Partial Termination Thereof and Assignment of Leasehold Interest Therein, dated as of April 30, 2001, among Locomotive Management Services, Lessor, Consolidated Rail Corporation, Lessee/Sublessor and Norfolk Southern Railway Company, Sublessee, filed with the the Board on September 4, 2001, at 3:02 p.m., under Recordation Number 19041-E and with the RGC under Document Key 13908 on January 14, 2002.

b. Memorandum of Locomotive Lease Agreement, Partial Termination Thereof and Assignment of Leasehold Interest Therein, dated as of October 30, 2001, among Locomotive Management Services, Lessor, Consolidated Rail Corporation, Lessee/Sublessor and Norfolk Southern Railway Company, Sublessee, filed with the Board on January 24, 2002, at 4:04 p.m., under Recordation Number 19041-G.

3. **LMSX 700 through LMSX 711**, (original road numbers **700 through 711**):

Memorandum of Locomotive Lease Agreement, Partial Termination Thereof and Assignment of Leasehold Interest Therein, dated as of October 30, 2001, among Locomotive Management Services, Lessor, Consolidated Rail Corporation, Lessee/Sublessor and CSX Transportation, Inc., Sublessee, filed with the Board on February 19, 2002, at 3:03 p.m., under Recordation Number 19041-H.

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11/1/12

Edward M Luria
Edward M. Luria