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14598-A

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
RICHARD N. BAGENSTOS
JAMES C. MARTIN, JR.*

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2266

OF COUNSEL
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

RECORDATION NO 14598-A
FILED 14598-A

DEC 13 1989 - 3 40 PM

INTERSTATE COMMERCE COMMISSION

December 13, 1989

9-347A028

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are an original and two photocopies of a Termination Agreement dated as of December 13, 1989, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to a Locomotive Lease Agreement dated as of November 1, 1984 which appears under Recordation Number 14598.

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

Ridge Leasing Company,
by Lease Financing Corporation, as Agent
Three Radnor Corporate Center
Suite 400
Radnor, PA 19087

Eureka Southern Railroad Company, Inc.
130 A Street
Eureka, CA 19550

A description of the railroad equipment covered by the enclosed document is two (2) Model GP-3 diesel electric locomotives marked and numbered EUKA 30 and EUKA 31 (formerly CR 7667 and CR 7668).

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Countersparts - C.T. Kappler

DEC 13 1989
9-347A028

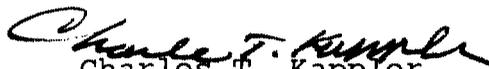
Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
December 13, 1989
Page 2

Kindly return stamped copies of the enclosed document not needed for your files to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Suite 200, Washington, D.C. 20006.

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

Termination Agreement dated as of December 13, 1989 covering GP-38 diesel electric locomotives, EUKA 30 and EUKA 31 (formerly CR 7667 and CR 7668).

Very truly yours,


Charles T. Kappler

CTK/skh
Enclosures

RECORDING NO. 14598-A FILED YES

DEC 13 1989 .9 40 PM

INTERSTATE COMMERCE COMMISSION

TERMINATION AGREEMENT

TERMINATION AGREEMENT dated as of _____ day of _____, 1989 (this "Agreement"), by and among RIDGE LEASING COMPANY, a Pennsylvania partnership ("Ridge") and EUREKA SOUTHERN RAILROAD COMPANY, INC., a California corporation ("Eureka").

Preliminary Statement

This Agreement is being executed and delivered by the parties in order to terminate or cancel their respective rights and obligations under or in respect of the Lease of Railroad Equipment dated November 1, 1984 (the "Lease") relating to the Lease of Locomotives EUKA30 and EUKA31 (former CR7667 and CR7668).

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein, the parties hereto agree as follows:

1. **Termination of Lease.** Ridge, as lessor, and Eureka, as lessee, under the Lease hereby cancel, terminate and discharge the Lease and the respective rights and obligations of Ridge and Eureka thereunder, effective as of the date hereof, other than any indemnification obligations of Eureka under the Lease for claims arising in connection with events occurring during the Lease term.

2. **Further Assurance.** Each party hereby agrees to do such further acts and things and to execute and deliver such additional documents and instruments as may be necessary or appropriate to carry out the provisions and purposes of this Agreement or to better assure and confirm unto the parties hereto their respective rights, powers and remedies hereunder, and each party hereby waives any notice of termination as may be provided for in any of the instruments and documents terminated hereby.

3. **Execution in Counterparts.** This Agreement may be executed in any number of counterparts and by different parties hereto or separate counterparts, each of which counterparts, when so executed and delivered, shall be deemed to be an original and all of which counterparts taken together shall constitute but one and same agreement.

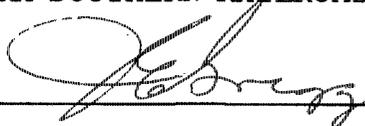
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective officers thereunto duly authorized as of the date first above written.

RIDGE LEASING COMPANY
By: LEASE FINANCING CORPORATION
Its: Agent

By: _____

Title: _____

EUREKA SOUTHERN RAILROAD COMPANY, INC.

By:  _____

Title: _____

STATE OF _____

COUNTY OF _____

On this ____ day of _____, in the year 19____, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he resides at _____; that he is a _____ of LEASE FINANCING CORPORATION, the Agent for RIDGE LEASING COMPANY, the partnership described in and which executed the foregoing instrument; and that he signed his name thereto.

(NOTARIAL SEAL)

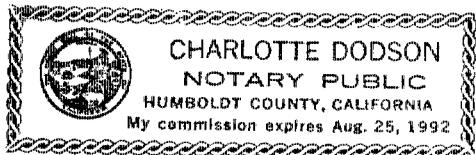
NOTARY PUBLIC

STATE OF CALIFORNIA

COUNTY OF HUMBOLDT

On this 8th day of December, in the year 1989, before me personally came Jerry E. Gregg, to me known, who, being by me duly sworn, did depose and say that he resides at 9911 Nieman Road, Overland Park, Kansas; that he is a Trustee of EUREKA SOUTHERN RAILROAD COMPANY, INC., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto.

(NOTARIAL SEAL)



[Handwritten Signature]

NOTARY PUBLIC

TERMINATION AGREEMENT

TERMINATION AGREEMENT dated as of ____ day of _____, 1989 (this "Agreement"), by and among RIDGE LEASING COMPANY, a Pennsylvania partnership ("Ridge") and EUREKA SOUTHERN RAILROAD COMPANY, INC., a California corporation ("Eureka").

Preliminary Statement

This Agreement is being executed and delivered by the parties in order to terminate or cancel their respective rights and obligations under or in respect of the Lease of Railroad Equipment dated November 1, 1984 (the "Lease") relating to the Lease of Locomotives EUKA30 and EUKA31 (former CR7667 and CR7668).

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein, the parties hereto agree as follows:

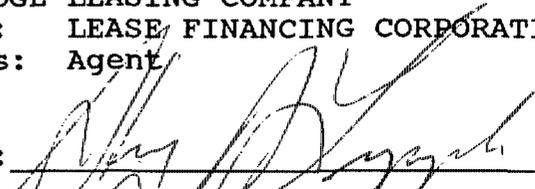
1. **Termination of Lease.** Ridge, as lessor, and Eureka, as lessee, under the Lease hereby cancel, terminate and discharge the Lease and the respective rights and obligations of Ridge and Eureka thereunder, effective as of the date hereof, other than any indemnification obligations of Eureka under the Lease for claims arising in connection with events occurring during the Lease term.

2. **Further Assurance.** Each party hereby agrees to do such further acts and things and to execute and deliver such additional documents and instruments as may be necessary or appropriate to carry out the provisions and purposes of this Agreement or to better assure and confirm unto the parties hereto their respective rights, powers and remedies hereunder, and each party hereby waives any notice of termination as may be provided for in any of the instruments and documents terminated hereby.

3. **Execution in Counterparts.** This Agreement may be executed in any number of counterparts and by different parties hereto or separate counterparts, each of which counterparts, when so executed and delivered, shall be deemed to be an original and all of which counterparts taken together shall constitute but one and same agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective officers thereunto duly authorized as of the date first above written.

RIDGE LEASING COMPANY
By: LEASE FINANCING CORPORATION
Its: Agent

By: 

Title: VICE PRESIDENT

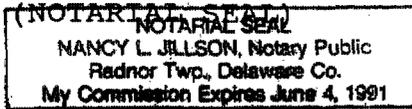
EUREKA SOUTHERN RAILROAD COMPANY, INC.

By: _____

Title: _____

STATE OF Pennsylvania
COUNTY OF Delaware

On this 8th day of December, in the year 1989, before me personally came Henry A-Lyczak, to me known, who, being by me duly sworn, did depose and say that he resides at Wayne, Pennsylvania; that he is a Vice President of LEASE FINANCING CORPORATION, the Agent for RIDGE LEASING COMPANY, the partnership described in and which executed the foregoing instrument; and that he signed his name thereto.



Nancy L. Jillson
NOTARY PUBLIC

STATE OF _____
COUNTY OF _____

On this ____ day of _____, in the year 19____, before me personally came _____, to me known, who, being by me duly sworn, did depose and say that he resides at _____; that he is a Trustee of EUREKA SOUTHERN RAILROAD COMPANY, INC., the corporation described in and which executed the foregoing instrument; and that he signed his name thereto.

(NOTARIAL SEAL)

NOTARY PUBLIC