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September 27, 2000

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

RECORDATION NO. 8265-N FILED
SEP 27 '00 2-18 PM
TS
SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

I have enclosed two certified copies of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Lease Termination Instrument, a secondary document, dated as of September 7, 2000. The primary document to which this is connected is recorded under Recordation No. 8265. We request that one copy of this document be recorded under Recordation No. 8265-M.

The name and address of the party to the Lease Termination Instrument is:

Lessor:

LPCA Corporation
4 Embarcadero Center
San Francisco, CA 94111

Lessee:

Consolidated Rail Corporation
2001 Market Street
Philadelphia, PA 19101-1416

A description of the equipment covered by the Lease Termination Instrument consists of three 90-ton depressed center flat cars numbered NYC 766003 (formerly CR 766003, formerly EL 7101) and CR 766002 and 766004 (formerly EL 7100 and 7102, respectively), and three 125-ton depressed center flat cars numbered NYC 7600 (formerly CR 766076, formerly EL 7600) and CR 766077 and 766078 (formerly EL 7601 and 7602, respectively).

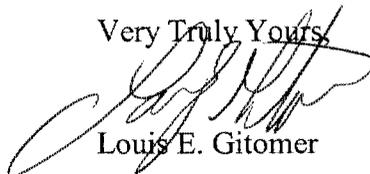
Honorable Vernon A. Williams
September 27, 2000
Page 2

A fee of \$ 26.00 is enclosed. Please return one certified copy to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Lease Termination Instrument between LPCA Corporation, 4 Embarcadero Center, San Francisco, CA 94111, and Consolidated Rail Corporation, 2001 Market Street, Philadelphia, PA 19101-1416, covering three 90-ton depressed center flat cars numbered NYC 766003 (formerly CR 766003, formerly EL 7101) and CR 766002 and 766004 (formerly EL 7100 and 7102, respectively), and three 125-ton depressed center flat cars numbered NYC 7600 (formerly CR 766076, formerly EL 7600) and CR 766077 and 766078 (formerly EL 7601 and 7602, respectively).

Very Truly Yours,



Louis E. Gitomer

Enclosures

SEP 27 00

2-18 PM

LEASE TERMINATION INSTRUMENT

SURFACE TRANSPORTATION BOARD

This Lease Termination Instrument, dated as of September 7, 2000 (the "Instrument"), is between LPCA Corporation ("LPCA") and Consolidated Rail Corporation ("Conrail").

WHEREAS, pursuant to that certain Lease Agreement, dated as of May 25, 1973 (the "Lease"), LPCA, as successor in interest to Westinghouse Leasing Corporation ("WLC"), as lessor, leased to Conrail, as successor in interest to Thomas F. Patton and Ralph S. Tyler, Jr., Trustees of the property of Erie Lackawanna Railway Company ("Erie"), as lessee, three 90-ton, depressed center flat cars, car mark and numbers EL 7100 - EL 7102, and three 125-ton, depressed center flat cars, car mark and numbers 7600 - 7602 (the "Cars").

WHEREAS, the Lease was duly filed for recordation at the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. § 11303 on July 12, 1976 under Recordation Number 8397.

WHEREAS, an Assignment, dated March 31, 1976, made by Erie, as assignor, to Conrail, as assignee, was recorded at the ICC on April 1, 1976 under Recordation Number 8265.

WHEREAS, a Car Renumbering Guide prepared by Conrail was recorded at the ICC on August 5, 1976 under Recordation Number 8265-A, which renumbered Cars EL 7100 - 7102 and EL 7600 - 7602 to CR 766002 - 766004 and CR 766076 - 766078, respectively.

WHEREAS, with respect to those Cars marked CR 766002 - 766004 and CR 766076 - 078, a Bill of Sale dated September 22, 1993 from WLC, as seller, and LPCA, as buyer, and an Assignment and Assumption Agreement dated as of September 22, 1993 made by WLC, as assignor, to LPCA, as assignee, were recorded at the ICC on September 30, 1993 under Recordation Numbers 8397-A and 8397-B, respectively.

WHEREAS, with respect to those Cars marked CR 766002 - 766004 and CR 766076 - 078, a Bill of Sale dated September 22, 1993 from WLC, as seller, and LPCA, as buyer, and an Assignment and Assumption Agreement dated as of September 22, 1993 from WLC, as assignor, to LPCA, as assignee, were recorded at the ICC on September 30, 1993 under Recordation Numbers 8265-L and 8265-M, respectively.

WHEREAS, a Statement of New Reporting Marks dated as of April 9, 1998 by Conrail was recorded at the Surface Transportation Board (the "STB") on April 10, 1998 under Recordation Number 8397-C, which renumbered cars CR 766003 to NYC 766003 and CR 766076 to NYC 7600.

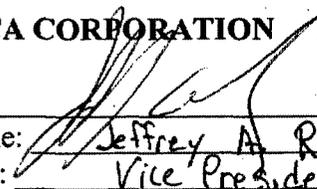
WHEREAS, LPCA and Conrail now desire to terminate and cancel the Lease and to duly record this Instrument with the STB.

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

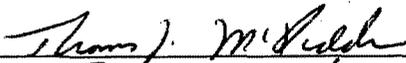
1. The Lease is hereby terminated and cancelled.
2. This Instrument shall be recorded with the STB and the lien of the Lease shall be released.
3. This Instrument may be executed by the parties in counterparts, each of which shall constitute an original but altogether one and the same instrument.

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

LPCA CORPORATION

By: 
Name: Jeffrey A. Riley
Title: Vice President

CONRAIL

By: 
Name: Thomas J. McFadden
Title: General

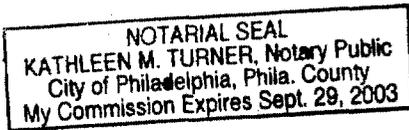
State of PENNSYLVANIA)
) ss...
County of PHILADELPHIA)

On this 25th day of ~~August~~ ^{SEPTEMBER}, 2000, before me, KATHLEEN M. TURNER the undersigned Notary Public, personally appeared THOMAS J. McFADDEEN personally known to me to be the person who executed the within instrument as TREASURER on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Kathleen M. Turner

Notary Public

My commission expires: 9-29-03



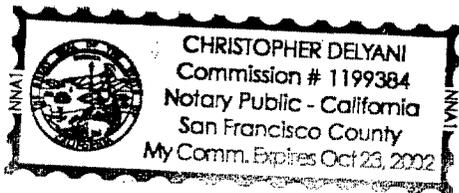
CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California }
County of San Francisco } ss.

On September 26, 2000 before me, Christopher Delyani, N.P.
Date Name and Title of Officer (e.g., Jane Doe, Notary Public)
personally appeared Jeffrey A. Riley
Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s) or the entity upon behalf of which the person(s) acted, executed the instrument.



Place Notary Seal Above

WITNESS my hand and official seal.
Christopher Delyani
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document
Title or Type of Document: Leave Termination Instrument

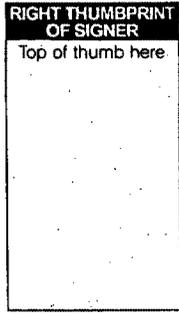
Document Date: September 7, 2000 Number of Pages: 2

Signer(s) Other Than Named Above: Thomas J. McFadden

Capacity(ies) Claimed by Signer
Signer's Name: Jeffrey A. Riley

- Individual
- Corporate Officer — Title(s): Vice president
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer Is Representing: LPCA Corporation



CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Lease Termination Instrument dated as of September 7, 2000 and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', is written over a horizontal line.

Louis E. Gitomer
September 27, 2000