



DONELAN CLEARY
WOOD & MASER, P.C.

RECORDATION NO. 19845-A FILED

April 30, 1999

APR 30 '99

2-15 PM

Via Hand Delivery

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

Dear Secretary Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11301(a) and the regulations promulgated thereunder, are executed counterparts of a secondary document, not previously recorded, entitled "Termination of Memorandum of Lease," dated as of April 30, 1999, by and between State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee ("Lessor") and The Geon Company ("Lessee").

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

- LESSOR - State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity, but solely as Trustee
225 Asylum Street, Goodwin Square
Hartford, CT 06103
- LESSEE - The Geon Company
One Geon Center
Avon Lake, OH 44012

The aforesaid Termination of Memorandum of Lease terminates and cancels of record that certain Memorandum of Lease, dated as of December 22, 1995, and recorded with the Interstate Commerce Commission on December 28, 1995 under Recordation No. 19845, and should be recorded under the next available letter under Recordation No. 19845 which we believe will be - A.

The units of equipment covered by the Termination of Memorandum of Lease are all units identified in the aforesaid Memorandum of Lease recorded under Recordation No. 19845.

A short summary of the Termination of Memorandum of Lease to appear in the index is as follows:

ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

Jr. Maser

Letter to Honorable Vernon A. Williams

April 30, 1999

Page 2

“Complete Termination of Memorandum of Lease under 19845.”

Enclosed is a remittance in the amount of \$26.00 for the required recording fee.

Once the filing has been made, please return to bearer the stamped counterparts not needed for your files, together with the fee receipt, the letter from the Secretary acknowledging the filing, and the extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, appearing to read "John K. Maser III". The signature is written in a cursive style with a large initial "J" and "M".

John K. Maser III

*Attorney for purposes of this filing for
State Street Bank and Trust Company
of Connecticut, National Association,
not in its individual capacity, but
solely as Trustee, and The Geon Company*

Enclosures

1350/020

RECORDATION NO.

19845-A
FILED

TERMINATION
OF
MEMORANDUM OF LEASE

APR 30 '99

2-15 PM

THIS TERMINATION OF MEMORANDUM OF LEASE is made as of April 30, 1999 by and between State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity but solely as Trustee (the "Lessor") and The Geon Company (the "Lessee").

WHEREAS, the Lessor and the Lessee entered into that certain Memorandum of Lease executed December 22, 1995 covering that certain Lease dated as of December 22, 1995 by which the Lessor leased 200 covered hopper cars together with any and all accessions, additional improvements and replacements from time to time incorporated or installed therein (the "Equipment"); and

WHEREAS the said Memorandum of Lease was recorded with the Interstate Commerce Commission on December 28, 1995 under Recordation No. 19845; and

WHEREAS the said Memorandum of Lease was deposited in the Office of the General Registrar of Canada on December 22, 1995 pursuant to Section 90 of the *Railway Act* (Canada); and

WHEREAS, the leasing of the aforesaid Equipment between the parties hereto has been and is now terminated; and

WHEREAS the parties hereto desire to show for the public record the full, complete termination of the aforesaid Memorandum of Lease.

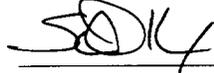
NOW THEREFORE, in consideration of the promises and other good and valuable considerations, the receipt and sufficiency of which is acknowledged, intending to be legally bound, the parties hereto agree as follows:

1. The parties hereto verify the full, complete termination and cancellation of the aforesaid Memorandum of Lease with the intent to releases and discharges therefrom and thereunder the Equipment covered thereby.

[Signature Page for Termination of Memorandum of Lease.]

IN WITNESS WHEREOF, the undersigned has each caused this Termination of Memorandum of Lease to be duly executed by its authorized officers as of the day and year first above written.

STATE STREET BANK AND TRUST
COMPANY OF CONNNECTICUT,
NATIONAL ASSOCIATION, not in its
individual capacity, but solely as Trustee

By: 
Name: Scott A. Knox
Title: Assistant Secretary

THE GEON COMPANY

By: _____
Name: _____
Title: _____

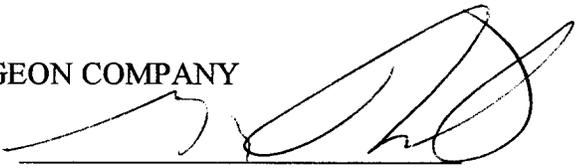
[Signature Page for Termination of Memorandum of Lease.]

IN WITNESS WHEREOF, the undersigned has each caused this Termination of Memorandum of Lease to be duly executed by its authorized officers as of the day and year first above written.

STATE STREET BANK AND TRUST
COMPANY OF CONNNECTICUT,
NATIONAL ASSOCIATION, not in its
individual capacity, but solely as Trustee

By: _____
Name: _____
Title: _____

THE GEON COMPANY

By:  _____
Name: Gregory L. Rutman
Title: Secretary

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

On this ²⁹~~30~~th day of April, 1999, before me personally appeared Scott A. Knox, to me personally known, who, being duly sworn, did say that he is Assistant Secretary of State Street Bank and Trust Company of Connecticut, National Association, a national banking association, not in its individual capacity but solely as Trustee, that the foregoing instrument was signed on behalf of such association, and he acknowledged that the execution of the foregoing instrument was duly authorized by the association and was the free act and deed of such association.

Thomas A. Scott
Notary Public

My commission expires:

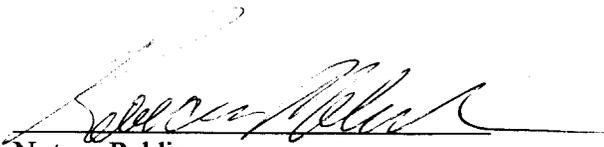
8/31/99

THOMAS A. SCOTT
Notary Public, State of New York
No. 41-4792491
Qualified in Queens County
Certificate Filed in New York County
Commission Expires August 31, 19 99

STATE OF OHIO)

COUNTY OF LORAIN)

On this 23rd day of April, 1999, before me personally appeared Gregory L. Rutman, to me personally known, who, being duly sworn, did say that he/she is Secretary of The Geon Company, a Delaware corporation, that the foregoing instrument was signed on behalf of such corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.


Notary Public

My commission expires:

REBECCA MELUCH
NOTARY PUBLIC, STATE OF OHIO
Recorded in Cuyahoga County
My Comm. Expires Nov. 11, 2003