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A T T O R N E Y S

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July 3, 1996

15135-A
RECORDED JUL 3 1996
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RECORDED

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

Dear Secretary Williams:

I have enclosed the original and one certified copy 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 June 27, 1996. The primary document to which this document is connected is recorded under Recordation No. 15135. We request that this document be recorded under Recordation No. 15135-A.

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

Lessor:

GATX Capital Corporation (formerly known as GATX Leasing Corporation)
Suite 2200
Four Embarcadero Center
San Francisco, CA 94111

A description of the equipment covered by the document consists of 18 2000 horsepower 4 axle locomotives numbered CC 964-981, inclusive.

A fee of \$21.00 is enclosed. Please return the original of the document to:

Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
1455 F Street, N.W.

Counterparts of [Signature]

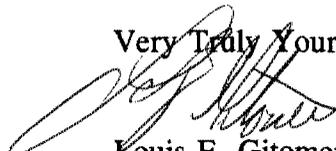
BALL JANIK LLP

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Suite 255
Washington, DC 20005

A short summary of the document to appear in the index follows: a Lease Termination Instrument by GATX Capital Corporation (formerly known as GATX Leasing Corporation), Suite 2200, Four Embarcadero Center, San Francisco, CA 94111, covering 18 2000 horsepower 4 axle locomotives numbered CC 964-981, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

15135-A
JUL 7 8 1996 8 24 PM
INTERSTATE COMMERCE COMMISSION

INSTRUMENT OF LIEN RELEASE
AND BILL OF SALE

THIS INSTRUMENT OF LIEN RELEASE AND BILL OF SALE (the "Instrument"), is dated as of April 29, 1996, from GATX Capital Corporation (formerly known as GATX Leasing Corporation) ("Seller").

United States Trust Company of New York, ("US Trust"), as Trustor, entered into an Equipment Trust Agreement, dated as of June 2, 1975 ("ETA"), with Provident National Bank ("Provident Bank") as Trustee, which was recorded with the Interstate Commerce Commission ("ICC") on July 7, 1975 and assigned ICC recordation number 7985. Provident Bank, as Trustee Lessor, entered in to a Lease of Railroad Equipment dated as of June 2, 1975 (" the Lease"), with Pennsylvania Power and Light Company ("PPLC"), as Lessee, which was recorded with the Interstate Commerce Commission ("ICC"), on July 7, 1985 and assigned ICC recordation number 7985-A. Provident Bank and PPLC entered into a Correction Amendment to the Lease, dated July 7, 1975, which was recorded with the ICC on July 8, 1975 and assigned ICC recordation number 7985-B. Provident Bank and PPLC entered into a Correction Amendment No. 2 to the Lease dated as of August 20 ,1975, which was recorded with the ICC on November 10, 1975 and assigned ICC recordation number 7985-C.

US Trust entered into a Purchase Agreement, dated as of December 15, 1988 (the "PA"), with GATX Leasing Corporation (now known as GATX Capital Corporation) ("GATX"), whereas US Trust agreed to sell to GATX certain Lease Property and Lease Documents, specifically the Lease Property subject to the Lease. US Trust subsequently assigned all of its rights under the PA to GATX pursuant to an Assignment and Assumption Agreement, dated as of December 15, 1988 (the "AA"), which was recorded with the ICC on December 16 ,1988, and assigned ICC recordation number 7985-D. The obligations under the PA and the AA were satisfied in full on July 8 ,1995. The rail equipment subject to the Lease is described on the attached Exhibit A (the "Equipment").

Seller desires to execute this Instrument to evidence for the public record the satisfaction and release of all of its rights and obligations under the foregoing documents and to evidence the transfer of the title to the Equipment subject thereto to PPLC ("Buyer").

NOW, THEREFORE, in consideration of the premise, Seller agrees as follows:

1. Release of Lien. Seller does hereby acknowledge and confirm for the public record the satisfaction and release of (I) all of its security interest in and to the Equipment and the Lease, and (ii) all other rights of Seller, together with the obligations of the US Trust arising under the PA and the AA.
2. Transfer of Title. In accordance with the provisions of the PA and the AA, Seller does hereby transfer to Buyer, and to Buyer's successors and assigns forever, all of its rights, title and interest in and to the Equipment. Seller represents and warrants to Buyer that the Equipment

transferred hereby is free and clear of liens and encumbrances created by, through or under Seller.

THE EQUIPMENT IS SOLD "AS IS" AND "WHERE IS" AND SELLER MAKES NO WARRANTY OR REPRESENTATION, EXPRESS OR IMPLIED, AS TO DESIGN, VALUE, OPERATION, OR CONDITIONS OF, OR TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN , THE EQUIPMENT, THE MERCHANTABILITY OR FITNESS OF THE EQUIPMENT FOR ANY PARTICULAR PURPOSE, OR ANY OTHER WARRANTY OR REPRESENTATION WHATSOEVER, EXCEPT AS IS SPECIFICALLY SET FORTH IN THE PRECEDING PARAGRAPH.

3. Miscellaneous. This Instrument will be filed and recorded with the ICC pursuant to the provisions of 49 U.S.C. Section 11303 . This Instrument shall be governed by the law of the State of California.

IN WITNESS WHEREOF, Seller has executed this Instrument as of the date first above written.

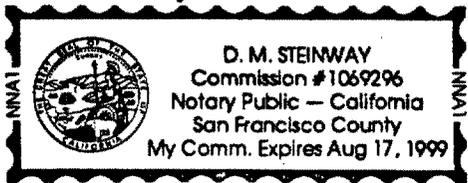
GATX CAPITAL CORPORATION

By: Joe F. Earl
Its: VICE PRESIDENT

State of California)
)
County of San Francisco

On July 1, 1996 before me, Diana Steinway, Notary Public,
personally appeared JAMES F. EARL, personally known to me or
proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to
the within instrument and acknowledged to me that he executed the same in his/her authorized
capacity, and that by his/her signature on the instrument the person, or the entity upon behalf of
which the person acted, executed the instrument.

Witness my hand and official seal.



DMSk
Notary Public

Capacity Claimed by Signer:

- Individual Corporate Officer VICE PRESIDENT Partner Limited
 Attorney-in-fact Trustee Title(s) General
 Other

Signer is Representing GATX CAPITAL CORP

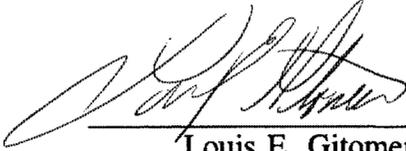
SCHEDULE A
TO
INSTRUMENT OF LIEN RELEASE
AND
BILL OF SALE

List of Equipment

135 100-ton steel triple hopper cars numbered PPLX 124, 163, 174, 185, 191, 310, 311, 313, 316, 334, 337, 340, 341, 366, 374, 377, 381, 389, 400, 407, 412, 548, 565, 639, 654, 675, 677, 681, 686, 687, 688, 701, 704, 705, 715, 725, 745, 747, 752, 760, 761, 762, 771, 774, and 887-990, inclusive, but excluding 904, 914, 919, 939, 943, 944, 952, 954, 955, 960, 961, 969 and 981.

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Instrument of Lien Release and Bill of Sale, dated as of April 29, 1996, 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.



Louis E. Gitomer
July 3, 1996