

CONNELL FINANCE COMPANY, INC.

A SUBSIDIARY OF THE CONNELL COMPANY

45 CARDINAL DRIVE

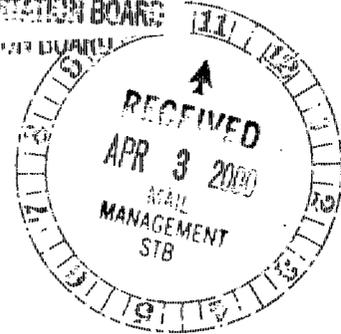
WESTFIELD, N.J. 07090-1099, U.S.A.

TELEPHONE
(908) 233-0700

TELEFAX (908) 233-1070

TELEX 219258

RECORDING NO. 14791-B
FILED
APR 1 11 00
10-50 50
SURFACE TRANSPORTATION BOARD
STIFF
March 29, 2000



Mr. Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Dear Mr. Williams:

I have enclosed two originals of the secondary document described below, to be recorded pursuant to Section 11301 of Title 49 of the United States Code.

The enclosed document is a Notice of Expiration and Termination of Lease, a secondary document, dated as of November 1, 1999 (the *Notice of Expiration*), between Connell Finance Company, Inc. (*Lessor*) and Cleco Utility Group, Inc. (formerly known as Cleco Corporation which was formally known as Central Louisiana Electric Company, Inc.) (the *Lessee*). The primary document to which the Notice of Expiration is connected is the Lease of Railroad Equipment dated as of July 26, 1985 between Lessor and Lessee and the related Lease Supplement No. 1 dated as of September 13, 1985 between Lessor and Lessee, each recorded with the Interstate Commerce Commission on September 20, 1985 at 1:15PM, and assigned recordation numbers 14791 and 14791A, respectively.

A description of the equipment covered by the Notice of Expiration is as follows:

Five (5) High Side, 100 ton, rotary dump gondola coal cars, with reporting marks and numbers RECX 3001 through RECX 3005

A check in the amount of \$26.00 is enclosed to cover the fee for filing this Notice of Expiration. Please return one original of the Notice of Expiration and the extra copy of this letter, time- and date-stamped as to filing, and return any extra copies of the Notice of Expiration or this letter not needed by the Board for recordation to Richard E. Bartok, Esq., Vice President and Associate General Counsel, Connell Finance Company, Inc., 45 Cardinal Drive, Westfield, NJ 07090.

A short summary of the Notice of Expiration follows:

Notice of Expiration and Termination of Lease dated as of November 1, 1999 between Connell Finance Company, Inc. (*Lessor*) and Cleco Utility Group, Inc. (formerly known as Cleco Corporation which was formally known as Central Louisiana Electric Company, Inc.) (the *Lessee*) whereby such parties acknowledged the expiration and termination of the Lease of the units of equipment described above, as of September 1, 1999.

If you have any questions, please do not hesitate to call the undersigned at (908) 233-0700.
Thank you.

Sincerely,

CONNELL FINANCE COMPANY, INC.



Richard E. Bartok, Esq.

Vice President and Associate General Counsel

Enc.

NOTICE OF EXPIRATION AND TERMINATION OF LEASE

This Notice of Expiration and Termination of Lease of Railroad Equipment, dated as of this 1st day of November, 1999, is made by Connell Finance Company, Inc., a New Jersey corporation (*Lessor*), and Cleco Utility Group, Inc. (formerly known as Cleco Corporation which was formerly known as Central Louisiana Electric Company, Inc.), a Louisiana corporation (*Lessee*).

WHEREAS, Lessor and Lessee entered into a Lease of Railroad Equipment dated as of July 26, 1985 (as amended and supplemented (including Lease Supplement No. 1 referred to below) to the date hereof, the *Lease*) pursuant to which Lessor leased to Lessee certain equipment originally consisting of 5 High Side, 100 ton, rotary dump gondola coal cars, with reporting marks and numbers RECX 3001 through RECX 3005 (both inclusive)(collectively, the *Equipment*, and individually a *Unit of Equipment*);

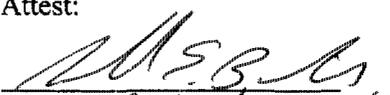
WHEREAS, the Lease and the related Lease Supplement No. 1 dated as September 13, 1985 between Lessor and Lessee were filed with the Interstate Commerce Commission on September 20, 1985 at 1:15PM, Recordation Nos. 14791 and 14791A, respectively;

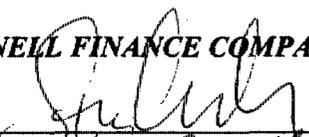
WHEREAS, the term of the Lease as to all the Equipment expired on September 1, 1999; and

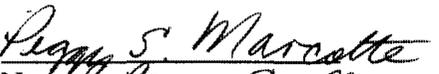
WHEREAS, each of the undersigned desires to provide notice for the public record that the Lease has expired and terminated as to all of the Equipment;

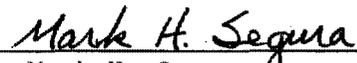
NOW, THEREFORE, each of the undersigned does hereby acknowledge the expiration and termination of the Lease as to all of the Equipment as of September 1, 1999; *provided however*, that any obligations of Lessee or Lessor which survive termination or expiration of the Lease pursuant to the terms thereof shall survive such expiration and termination.

IN WITNESS WHEREOF, each of the undersigned has caused this Notice of Expiration and Termination of Lease of Railroad Equipment to be executed by their respective officers thereunder duly authorized and the corporate seals to be hereto affixed as of the day and year first above written.

Attest:

Name: Richard E. Barck
Title: Assistant Secretary

CONNELL FINANCE COMPANY, INC.
By: 
Name: Shane Connell
Title: Executive Vice President

Attest:

Name: Peggy S. Marcotte
Title: Sr. Secretary

CLECO UTILITY GROUP, INC.
By: 
Name: Mark H. Segura
Title: Executive Vice President and Chief Operating Officer

APR 10 1999 10:00 AM
REC'D - TRANSPORTATION
14791-13
APR 10 1999 10:00 AM
REC'D - TRANSPORTATION

STATE OF NEW JERSEY)
)
COUNTY OF UNION)

SS

On this 29 day of March, ²⁰⁰⁰1999, before me personally appeared Shane Connell, to me personally known, who being by me duly sworn, says that (s)he is the Executive Vice President of CONNELL FINANCE COMPANY, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Janet Accardi
Notary Public

[Notarial Seal]

JANET ACCARDI
NOTARY PUBLIC OF NEW JERSEY
REGISTERED IN UNION COUNTY
My Commission Expires July 28, 2000

My Commission expires: _____

STATE OF Louisiana)
)
COUNTY OF Rapides)

SS

On this 9th day of March, ²⁰⁰⁰1999, before me personally appeared Mark H. Segura, to me personally known, who being by me duly sworn, says that (s)he is the Ex. VP + COO of CLECO UTILITY GROUP, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Beatrice P. Newcomb
Notary Public

[Notarial Seal]

My Commission expires: at death