

RECORDATION NO. 23266-A FILED

June 21, 2001

JUN 21 '01 3-20 PM

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SURFACE TRANSPORTATION BOARD

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. This document is entitled Partial Termination (the "Partial Termination") dated as of June 21, 2001, by and between State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity but solely as Trustee (the "Trustee") of EIDP Statutory Trust — 2000, a Connecticut statutory trust (the "Lessor"), and E. I. du Pont de Nemours and Company, a Delaware corporation (the "Lessee"). The Partial Termination is consented to by Citicorp USA, Inc., as agent under that certain Amended and Restated Participation Agreement (the "Agent") dated as of December 21, 2000, by and among the Lessor, the Trustee, the Lessee, the Agent, the Note Holders named therein and the Certificate Holders named therein.

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
of EIDP Statutory Trust-2000
225 Asylum Street, Goodwin Square
Hartford, CT 06103

LESSEE: E. I. du Pont de Nemours and Company
1007 Market Street
Wilmington, DE 19898

AGENT: Citicorp USA, Inc.
30 Rockefeller Plaza
New York, NY 10112

Previously, the Lessor and the Lessee entered into that certain Equipment Lease (the "Lease") dated as of December 21, 2000, and the Equipment Lease Supplement No. 2 dated as of December 21, 2000 (the "Lease Supplement"), that were evidenced by that certain Memorandum of Equipment Lease and Equipment Lease Supplement No. 2 (the "Memorandum of Lease")

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recorded with the Board on December 21, 2000, under Recordation No. 23266, covering, among other things, 729 railcars (513 covered hopper cars and 216 tank cars), more particularly described in Exhibit A to the Memorandum of Lease, and the accessories or equipment belonging to, or installed in or appurtenant to such railcars, and all manuals and technical records and other records, logs, technical data and other documents relating thereto. By the Partial Termination, the Lessor and the Lessee are releasing, discharging, deleting and terminating from the coverage of the Lease, the Lease Supplement and the Memorandum of Lease, 274 covered hopper railcars, as more particularly described in Schedule A hereto. The Lease, the Lease Supplement and the Memorandum of Lease remain in full force and effect in all other respects. The said Partial Termination should be assigned Recordation No. 23266-A.

A short summary of the Partial Termination to appear in the STB Index is as follows:

Partial Termination dated as of June 21, 2001, by and between State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity but solely as Trustee of EIDP Statutory Trust-2000, the Lessor, and E. I. du Pont de Nemours and Company, the Lessee, releasing, discharging, deleting and terminating that certain Equipment Lease, Equipment Lease Supplement No. 2 and Memorandum of Equipment Lease and Equipment Lease Supplement No. 2 dated as of December 21, 2000, but only with respect to 274 covered hopper cars bearing identification marks and numbers DUPX 45001-45274, all inclusive.

Enclosed is a remittance in the amount of \$28.00 for the required recording fee.

In connection with this filing, it should also be noted that, pursuant to that certain Partial Release dated as of June 21, 2001, between State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity but solely as Trustee of EIDP Statutory Trust-2000 (the "Debtor"), and Citicorp USA, Inc. as Agent (the "Secured Party"), which is being recorded concurrently herewith under Recordation No. 22267-A, the Secured Party is partially releasing (only with respect to 274 covered hopper cars bearing identification marks and numbers DUPX 45001-45274, all inclusive) that certain Security Agreement dated as of December 21, 2000, between the Debtor and the Secured Party, previously recorded with the Board as a primary document under Recordation No. 23267.

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

Very truly yours,



Stephen T. Lovelady
*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
of EIDP Statutory Trust-2000, E. I. du Pont
de Nemours and Company, and Citicorp USA, Inc.*

Enclosures

112911

Schedule A

274 railcars as more particularly described below and accessories or equipment belonging to, or installed in or appurtenant to such railcars, and all manuals and technical records and other records, logs, technical data and other documents relating thereto.

DUPX 45001	DUPX 45022	DUPX 45043	DUPX 45064
DUPX 45002	DUPX 45023	DUPX 45044	DUPX 45065
DUPX 45003	DUPX 45024	DUPX 45045	DUPX 45066
DUPX 45004	DUPX 45025	DUPX 45046	DUPX 45067
DUPX 45005	DUPX 45026	DUPX 45047	DUPX 45068
DUPX 45006	DUPX 45027	DUPX 45048	DUPX 45069
DUPX 45007	DUPX 45028	DUPX 45049	DUPX 45070
DUPX 45008	DUPX 45029	DUPX 45050	DUPX 45071
DUPX 45009	DUPX 45030	DUPX 45051	DUPX 45072
DUPX 45010	DUPX 45031	DUPX 45052	DUPX 45073
DUPX 45011	DUPX 45032	DUPX 45053	DUPX 45074
DUPX 45012	DUPX 45033	DUPX 45054	DUPX 45075
DUPX 45013	DUPX 45034	DUPX 45055	DUPX 45076
DUPX 45014	DUPX 45035	DUPX 45056	DUPX 45077
DUPX 45015	DUPX 45036	DUPX 45057	DUPX 45078
DUPX 45016	DUPX 45037	DUPX 45058	DUPX 45079
DUPX 45017	DUPX 45038	DUPX 45059	DUPX 45080
DUPX 45018	DUPX 45039	DUPX 45060	DUPX 45081
DUPX 45019	DUPX 45040	DUPX 45061	DUPX 45082
DUPX 45020	DUPX 45041	DUPX 45062	DUPX 45083
DUPX 45021	DUPX 45042	DUPX 45063	DUPX 45084

DUPX 45085	DUPX 45109	DUPX 45133	DUPX 45157
DUPX 45086	DUPX 45110	DUPX 45134	DUPX 45158
DUPX 45087	DUPX 45111	DUPX 45135	DUPX 45159
DUPX 45088	DUPX 45112	DUPX 45136	DUPX 45160
DUPX 45089	DUPX 45113	DUPX 45137	DUPX 45161
DUPX 45090	DUPX 45114	DUPX 45138	DUPX 45162
DUPX 45091	DUPX 45115	DUPX 45139	DUPX 45163
DUPX 45092	DUPX 45116	DUPX 45140	DUPX 45164
DUPX 45093	DUPX 45117	DUPX 45141	DUPX 45165
DUPX 45094	DUPX 45118	DUPX 45142	DUPX 45166
DUPX 45095	DUPX 45119	DUPX 45143	DUPX 45167
DUPX 45096	DUPX 45120	DUPX 45144	DUPX 45168
DUPX 45097	DUPX 45121	DUPX 45145	DUPX 45169
DUPX 45098	DUPX 45122	DUPX 45146	DUPX 45170
DUPX 45099	DUPX 45123	DUPX 45147	DUPX 45171
DUPX 45100	DUPX 45124	DUPX 45148	DUPX 45172
DUPX 45101	DUPX 45125	DUPX 45149	DUPX 45173
DUPX 45102	DUPX 45126	DUPX 45150	DUPX 45174
DUPX 45103	DUPX 45127	DUPX 45151	DUPX 45175
DUPX 45104	DUPX 45128	DUPX 45152	DUPX 45176
DUPX 45105	DUPX 45129	DUPX 45153	DUPX 45177
DUPX 45106	DUPX 45130	DUPX 45154	DUPX 45178
DUPX 45107	DUPX 45131	DUPX 45155	DUPX 45179
DUPX 45108	DUPX 45132	DUPX 45156	DUPX 45180

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DUPX 45190	DUPX 45214	DUPX 45238	DUPX 45262
DUPX 45191	DUPX 45215	DUPX 45239	DUPX 45263
DUPX 45192	DUPX 45216	DUPX 45240	DUPX 45264
DUPX 45193	DUPX 45217	DUPX 45241	DUPX 45265
DUPX 45194	DUPX 45218	DUPX 45242	DUPX 45266
DUPX 45195	DUPX 45219	DUPX 45243	DUPX 45267
DUPX 45196	DUPX 45220	DUPX 45244	DUPX 45268
DUPX 45197	DUPX 45221	DUPX 45245	DUPX 45269
DUPX 45198	DUPX 45222	DUPX 45246	DUPX 45270
DUPX 45199	DUPX 45223	DUPX 45247	DUPX 45271
DUPX 45200	DUPX 45224	DUPX 45248	DUPX 45272
DUPX 45201	DUPX 45225	DUPX 45249	DUPX 45273
DUPX 45202	DUPX 45226	DUPX 45250	DUPX 45274
DUPX 45203	DUPX 45227	DUPX 45251	
DUPX 45204	DUPX 45228	DUPX 45252	

PARTIAL TERMINATION

This Partial Termination is dated as of June 21, 2001 (the "Partial Termination") and is entered into by and between State Street Bank and Trust Company of Connecticut, National Association, not in its individual capacity but solely as Trustee of the EIDP Statutory Trust - 2000, a Connecticut statutory trust (the "Lessor") and E. I. du Pont de Nemours and Company, a Delaware corporation (the "Lessee"); and consented to by Citicorp USA, Inc., as agent under that certain Amended and Restated Participation Agreement (the "Agent") dated as of December 21, 2000, by and among the Lessor, the Trustee, the Lessee, the Agent, the Note Holders named therein and the Certificate Holders named therein.

WHEREAS, the Lessor and Lessee entered into that certain Equipment Lease (the "Lease"), dated as of December 21, 2000, and into that certain Memorandum of Lease and Equipment Lease Supplement No. 2 (the "Memorandum of Lease"), dated as of December 21, 2000, covering certain railroad equipment as described in Exhibit A to the Memorandum of Lease.

WHEREAS, the Memorandum of Lease was recorded with the Surface Transportation Board on December 21, 2000 under Recordation No. 23266; and

WHEREAS, the Lessor and the Lessee, with the consent of the Agent, wish to release, terminate and delete certain units of equipment from the Lease and the Memorandum of Lease, as set forth in Schedule A hereto.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, the parties herein release, discharge, delete and terminate from the Lease and the Memorandum of Lease the units of equipment as described in Schedule A hereto. Except as provided in this Partial Termination with respect to the units of equipment identified in Schedule A hereto, the Lease and the Memorandum of Lease remain in full force and effect in all other respects.

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JUN 21 '01 3-20 PM

SURFACE TRANSPORTATION BOARD

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

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

By: *Nicole Poole*
Name: **Nicole Poole**
Title: **Assistant Vice President**

CITICORP USA, INC., as Agent

By: Eileen G. Ogimachi

Name:

Title:

EILEEN G. OGIMACHI

Attorney-In-Fact

E. I. DU PONT DE NEMOURS AND COMPANY

By: DM Stalcker

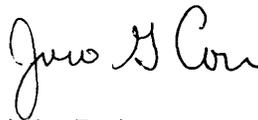
Name:

Title:

STATE OF MASSACHUSETTS)
COUNTY OF SUFFOLK)

Before me, a Notary Public in and for said County and State, duly commissioned and qualified, personally appeared Nicole Poole, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself/herself to be the Assistant Vice President of State Street Bank and Trust Company of Connecticut, National Association, the trustee of EIDP Statutory Trust — 2000, a Connecticut statutory trust, as Trustee, and that he/she executed the foregoing instrument for the purposes therein contained, by signing the name of the Trustee by himself/herself as such Assistant Vice President.

Witness my hand and seal, at office, this 20th day of June, 2001



JOAO G. CORREIA
Notary Public

Notary Public

My Commission Expires: My Commission Expires July 26, 2002

STATE OF New York)
COUNTY OF New York)

Before me, a Notary Public in and for said County and State, duly commissioned and qualified, personally appeared _____ ^{EILEEN G. OGIMACHI} with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself/herself to be the Attorney-in-Fact of Citicorp USA, Inc., as Agent, and that he/she executed the foregoing instrument for the purposes therein contained, by signing the name of the Agent by himself/herself as such ATTORNEY IN FACT.

Witness my hand and seal, at office, this 16, day of June, 2001

Notary Public

Judith McGee
My Commission Expires: 4/27/03

JUDITH MCGEE
Notary Public, State of New York
No. 01MC4890622
Qualified in Queens County
Certificate Filed in New York County
Commission Expires 4/27/03

STATE OF Delaware)

COUNTY OF New Castle)

Before me, a Notary Public in and for said County and State, duly commissioned and qualified, personally appeared S. M. Stalmeier, with whom I am personally acquainted, (or proved to me on the basis of satisfactory evidence), and who upon oath acknowledged himself/herself to be the Vice President & Treasurer of E. I. du Pont de Nemours and Company, as Lessee, and that he/she executed the foregoing instrument for the purposes therein contained, by signing the name of the Lessee by himself/herself as such Vice President & Treasurer

Witness my hand and seal, at office, this 13th, day of June, 2001

Morey S. Manuel
Notary Public

My Commission Expires: Feb. 7, 2002

Schedule A

274 railcars as more particularly described below and accessories or equipment belonging to, or installed in or appurtenant to such railcars, and all manuals and technical records and other records, logs, technical data and other documents relating thereto.

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