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October 8, 2001



BY FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

RECORDATION NO. 19871-J FILED

OCT 15 '01 12:55 PM

Attn.: Mr. Vernon Williams SURFACE TRANSPORTATION BOARD

Re: Terminations for Recording

Dear Sir or Madam:

Enclosed herewith for recording are two notarized originals of the following documents:

1. Termination of Railcar Lease Agreement (your file no. 19871);
2. Termination of Railcar Lease Agreement (your file no. 20403);
3. Termination of Note and Security Agreement (your file no. 20178);
4. Termination of Assignment Agreement (your file no. 19871) and
5. Termination of Assignment Agreements (your file no. 20403).

Please complete the enclosed check for your fee. Please notify the undersigned by collect telephone call when the recording has occurred and return your evidence of recording to me in the enclosed envelope.

Please telephone me collect if there are any problems with the recording.

Thank you.

Very truly yours,

Bertram C. Izant

BCI/os
Enclosures



TERMINATION OF RAILCAR LEASE AGREEMENT

This Termination of Railcar Lease Agreement (this "Termination Agreement") dated as of December 14, 2000 is made by Consolidated Rail Corporation ("Conrail") for the benefit of Railroad Technology Corporation ("Railtech").

RECITALS

- A. WHEREAS, Conrail and Railtech are parties to that certain Railcar Lease Agreement dated as of April 25, 1995, duly filed with the Surface Transportation Board and having Recordation Number 19871, with respect to twenty-nine (29) platform TOFC railcars bearing reporting marks CR790049 – CR790078 inclusive, hereinafter the "Equipment".
- B. WHEREAS, Conrail and Railtech are parties to that certain General Release and Settlement Agreement (the "Release Agreement") dated as of December 14, 2000 which, among other things, terminated all of Conrail's rights and obligations granted pursuant to said Railcar Lease Agreement.
- C. WHEREAS, Section 9 of said Release Agreement requires the parties to cooperate fully and to execute all supplementary documents that may be necessary to give full force and effect to the terms and intent of the Release Agreement which are not inconsistent with its terms.

ACKNOWLEDGEMENT AND TERMINATION

- 1. Conrail hereby acknowledges that pursuant to said Release Agreement, all of Conrail's rights and obligations, including any right, title and interest of any kind in and to the Equipment have been terminated.

IN WITNESS WHEREOF, Conrail's authorized officer has executed this Termination Agreement as of the day and year first written above.

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SURFACE TRANSPORTATION BOARD

BY: *Michael J. [Signature]*
TITLE: TREASURER

STATE OF Pennsylvania

COUNTY OF Philadelphia

On this 28 day of September, 2001, before me, a notary public, personally appeared Michael Rochford, to me known, who, being duly sworn, says that (she / he) is Treasurer of Consolidated Rail Corporation ("Conrail"), one of the parties described in and which executed the foregoing instrument; that said instrument was executed on the 25 day of September, 2001 on behalf of said party by authority of its Board of Directors, and (she / he) acknowledged that the execution of the foregoing instrument was the free act and deed of said party.

Sworn to before me this
28 day of September, 2001.

Jennifer A. Burtulato

NOTARY PUBLIC

NOTARIAL SEAL
JENNIFER A. BURTULATO, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Oct. 11, 2004