

**BALL JANIK LLP**

A T T O R N E Y S

1455 F STREET, NW, SUITE 225  
WASHINGTON, D.C. 20005

www.balljanik.com

TELEPHONE 202-638-3307  
FACSIMILE 202-783-6947

LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

RECORDATION NO. 19815-6 FILED

DEC 19 '01 2-08 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

December 19, 2001

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

Dear Secretary Williams:

I have enclosed two originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Lease Termination, a secondary document, dated as of December 19, 2001. The primary document to which this is connected is recorded under Recordation No. 19815. We request that this document be recorded under Recordation No. 19815-G.

The names and addresses of the parties to the Lease Termination are:

Lessor:

Wilmington Trust Company  
1100 North Market Street  
Wilmington, DE 19890

Lessee:

IBP, inc.  
IBP Avenue  
P.O. Box 515  
Dakota City, NE 68731

A description of the equipment covered by the Lease Termination consists of 115 tank cars numbered PBFX 645001-645115, inclusive.

**BALL JANIK** LLP

Honorable Vernon A. Williams  
December 19, 2001  
Page 2

A fee of \$ 28.00 is enclosed. Please return one original to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the document to appear in the index follows: a Lease Termination between Wilmington Trust Company, 1100 North Market Street, Wilmington, DE 19890, and IBP, inc., IBP Avenue, P.O. Box 515, Dakota City, NE 68731, covering 115 tank cars numbered PBFX 645001-645115, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

LEASE TERMINATION

This Lease Termination, dated as of December 19, 2001 (the "Termination"), is made between Wilmington Trust Company, not in its individual capacity but solely as owner trustee, as Lessor, and IBP, inc., the Lessee.

WHEREAS, Pitney Bowes Credit Corporation ("PBCC"), as transferor, and Lessor entered a Memorandum of Bill of Sale and Assignment and Assumption Agreement dated as of November 6, 1997 for 115 tank cars numbered PBFX 645001-645115, inclusive (the "Equipment"), which was recorded at the Surface Transportation Board on November 6, 1997 under Recordation Number 19815-D.

WHEREAS, PBCC and Lessee entered a Memorandum of Master Equipment Lease Agreement dated as of December 14, 1995 (the "Lease") for the Equipment, which was recorded at the Interstate Commerce Commission on December 19, 1995 under Recordation Number 19815.

WHEREAS, Lessor and Lessee have agreed to terminate the Lease.

NOW, THEREFORE, in consideration of the premises, Lessor and Lessee hereby acknowledge and confirm for the public record the termination of the Lease, and all rights and obligations arising under the Lease with respect to the Equipment.

This Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have executed or caused this Termination to be duly executed as of the date first above written.

Wilmington Trust Company, not in its individual capacity  
but solely as owner trustee

By: Robert P. Hines

Its: Financial Services Officer

IBP, inc.

By: \_\_\_\_\_

Its: \_\_\_\_\_

RECORDATION NO. 19815-6 FILED  
DEC 19 '01 2-08 PM  
SURFACE TRANSPORTATION BOARD

STATE OF Delaware )  
County of New Castle ) ss.

On this 14th day of December, 2001, before me, Christine L. Migliocco, the undersigned Notary Public, personally appeared Robert P. Hines, Jr. personally known to me to be the person who executed the within instrument as Financial Services Officer on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Christine L. Migliocco  
Notary Public for CHRISTINE L. MIGLIOCCO  
My Commission expires NOTARY PUBLIC  
**My Commission Expires Jan. 13, 2004.**

STATE OF \_\_\_\_\_ )  
County of \_\_\_\_\_ ) ss.

On this \_\_\_ day of December, 2001, before me, \_\_\_\_\_, the undersigned Notary Public, personally appeared \_\_\_\_\_ personally known to me to be the person who executed the within instrument as \_\_\_\_\_ on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

\_\_\_\_\_  
Notary Public for \_\_\_\_\_  
My Commission expires \_\_\_\_\_

LEASE TERMINATION

This Lease Termination, dated as of December 19, 2001 (the "Termination"), is made between Wilmington Trust Company, the Lessor, and IBP, inc., the Lessee.

WHEREAS, Pitney Bowes Credit Corporation ("PBCC"), as transferor, and Lessor entered a Memorandum of Bill of Sale and Assignment and Assumption Agreement dated as of November 6, 1997 for 115 tank cars numbered PBFX 645001-645115, inclusive (the "Equipment"), which was recorded at the Surface Transportation Board on November 6, 1997 under Recordation Number 19815-D.

WHEREAS, PBCC and Lessee entered a Memorandum of Master Equipment Lease Agreement dated as of December 14, 1995 (the "Lease") for the Equipment, which was recorded at the Interstate Commerce Commission on December 19, 1995 under Recordation Number 19815.

WHEREAS, Lessor and Lessee have agreed to terminate the Lease.

NOW, THEREFORE, in consideration of the premises, Lessor and Lessee hereby acknowledge and confirm for the public record the termination of the Lease, and all rights and obligations arising under the Lease with respect to the Equipment.

This Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Lessor and Lessee have executed or caused this Termination to be duly executed as of the date first above written.

Wilmington Trust Company

By: \_\_\_\_\_

Its: \_\_\_\_\_

IBP, inc.

By: *Dennis Falchetti* \_\_\_\_\_

Its: TREASURER

BW

