

RECORDATION NO. 5867-6 Filed & Recorded
 APR 20 1971 - 9 50 AM
 INTERSTATE COMMERCE COMMISSION

CONSOLIDATING SUPPLEMENT DATED AS OF APRIL 15, 1971 TO
 EQUIPMENT NOTE AGREEMENT DATED AS OF DECEMBER 15, 1970
 BY AND AMONG EL-PC LEASING CORPORATION (THE COM-
 PANY), GENERAL MOTORS CORPORATION (MANUFACTURER)
 AND UNITED STATES TRUST COMPANY OF NEW YORK (THE
 TRUSTEE) AS TRUSTEE

The Company hereby confirms unto the Trustee that, by the afore-
 said Equipment Note Agreement and Interim Supplements thereto dated
 as of January 28, 1971, as of February 22, 1971, as of March 22, 1971
 and as of April 15, 1971, and for good and valuable consideration, it has
 sold, assigned, mortgaged, transferred and set over, and by these
 presents does hereby sell, assign, mortgage, transfer and set over, unto
 the Trustee, its successors and assigns, the following Diesel-Electric
 Locomotives (the Locomotives) constructed by Manufacturer which
 have been delivered under the Purchase Contract dated as of November
 1, 1970, as amended (the Purchase Contract) between Manufacturer and
 the Company and the Lease of Railroad Equipment dated as of De-
 cember 15, 1970 (the Lease) made by the Company to George P. Baker,
 Richard C. Bond, Jervis Langdon, Jr. and Willard Wirtz, Trustees of
 the property of Penn Central Transportation Company, Debtor (the
 Railroad Trustees):

<u>Model</u>	<u>Description</u>	<u>Quantity</u>	<u>Manufac- turer's Serial Number</u>	<u>Railroad's Road Number</u>	<u>Date of Delivery</u>
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	5	36801-36805	2010-2014	11/14/70
SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	5	36381-36385	9223-9227	11/14/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	36896	6240	12/ 3/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	2	36897-36898	6241-6242	12/ 5/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	36902	6246	12/ 8/70

<u>Model</u>	<u>Description</u>	<u>Quantity</u>	<u>Manufacturer's Serial Number</u>	<u>Railroad's Road Number</u>	<u>Date of Delivery</u>
SD-40	3000 H.P. Diesel-Electric Road Locomotive	5	36899-36901 36903 36906	6243-6245 6247 6250	12/12/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	3	36904-36905 36908	6248-6249 6252	12/15/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	36907	6251	12/16/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	3	36909-36911	6253-6255	12/17/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	2	36912 36916	6256 6260	12/21/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	5	36913-36914 36917-36918 36920	6257-6258 6261-6262 6264	12/22/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	2	36915 36921	6259 6265	12/26/70
SD-40	3000 H.P. Diesel-Electric Road Locomotive	2	36922-36923	6266-6267	1/ 2/71
SD-40	3000 H.P. Diesel-Electric Road Locomotive	3	36924-36925 36998	6268-6269 6272	1/ 7/71
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	36919	6263	1/ 8/71
SD-40	3000 H.P. Diesel-Electric Road Locomotive	2	36997 36999	6271 6273	1/ 9/71
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	36926	6270	1/12/71
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	37001	6275	1/14/71
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	37000	6274	1/17/71

<u>Model</u>	<u>Description</u>	<u>Quantity</u>	<u>Manufac- turer's Serial Number</u>	<u>Railroad's Road Number</u>	<u>Date Delivered</u>
SD-40	3000 H.P. Diesel-Electric Road Locomotive	2	37002 37004	6276 6278	1/2
SD-40	3000 H.P. Diesel-Electric Road Locomotive	2	37003 37005	6277 6279	1/2
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36927-36928	7868-7869	1/2
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	1	36929	7870	1/2
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	37006	6280	1/2
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	37007	6281	1/2
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36930 36933	7871 7874	1/2
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	1	36931	7872	1/2
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	37008	6282	1/2
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	1	36934	7875	1/2
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	3	36932 36935 36938	7873 7876 7879	1/2
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	37009	6283	2/

<u>Model</u>	<u>Description</u>	<u>Quantity</u>	<u>Manufacturer's Serial Number</u>	<u>Railroad's Road Number</u>	<u>Date of Delivery</u>
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36936-36937	7877-7878	2/ 1/71
SD-40	3000 H.P. Diesel-Electric Road Locomotive	1	37010	6284	2/ 4/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	3	36939 36941 36945	7880 7882 7886	2/ 4/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36942 36946	7883 7887	2/ 5/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	3	36943-36944 36949	7884-7835 7890	2/ 6/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	1	36950	7891	2/ 7/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	3	36947-36948 36951	7888-7839 7892	2/10/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	9	36952-36958 36960 36962	7893-7899 7901 7903	2/13/71
SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	2	37059-37060	9501-9502	2/13/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	4	36959 36961 36963 36965	7900 7902 7908 7910	2/17/71
SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	1	37061	9503	2/17/71

<u>Model</u>	<u>Description</u>	<u>Quantity</u>	<u>Manufacturer's Serial Number</u>	<u>Railroad's Road Number</u>	<u>Date of Delivery</u>
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36964 36966	7909 7911	2/18/71
SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	2	37058 37062	9500 9504	2/18/71
SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	1	37063	9505	2/23/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	1	36940	7881	2/24/71
SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	2	37064-37065	9506-9507	2/26/71
SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	1	37067	9509	2/28/71
SW-1500	1500 H.P. Diesel-Electric Yard Switching Locomotive	1	37066	9508	3/ 2/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36967-36968	7912-7913	3/ 8/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36969 36971	7914 7916	3/ 9/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36970 36972	7915 7917	3/12/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	4	36973-36976	7918-7921	3/13/71

<u>Model</u>	<u>Description</u>	<u>Quantity</u>	<u>Manufacturer's Serial Number</u>	<u>Railroad's Road Number</u>	<u>Date of Delivery</u>
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	3	36977-36978 36980	7922-7923 7925	3/17/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	5	36979 36981-36984	7924 7926-7929	3/18/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36985-36986	7930-7931	3/19/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	4	36987-36988 36990 36993	7932-7933 7935 7904	3/23/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	2	36991 36994	7936 7905	3/26/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	3	36992 37011 36995	7937 7938 7906	3/31/71
GP-38	2000 H.P. Diesel-Electric Road Switching Locomotive	3	36989 37012 36996	7934 7939 7907	4/ 3/71

to have and to hold all and singular the Locomotives to the 'Trustee, its successors and assigns, for its and their own use and behoof forever, in trust nevertheless as and for the purposes set forth in said Equipment Note Agreement.

The Company hereby warrants to the Trustee, its successors and assigns, that at the time of delivery of each Locomotive (i) each Locomotive was plated and numbered in accordance with the provisions of Section 1 of the Purchase Contract; (ii) the Company had legal title to and good and lawful right to sell such Locomotive; and (iii) the title of the Company to such Locomotive was free and clear of all

claims, liens, security interests and other encumbrances of any nature whatsoever except only the rights of the Company and Manufacturer under said Equipment Note Agreement and the Railroad Trustees under the Lease; and further the Company covenants and agrees that it will defend the title to each Locomotive against the demands of all persons whomsoever based on claims originating prior to the delivery of the Locomotives by the Company under the Lease;

ALL SUBJECT, HOWEVER, to the provisions of the aforesaid Equipment Note Agreement and the Lease.

IN WITNESS WHEREOF the Company has caused this Supplement to be executed in its name by a duly authorized officer and its corporate seal to be hereunto affixed and duly attested, the day and year first above written.

EL-PC LEASING CORPORATION

Attest:

L. W. Middleton
Assistant Secretary

By

[Signature]
Vice President

Acceptance of the trusts created with respect to the within described Diesel-Electric Locomotives is hereby acknowledged and the subjection thereof to the within mentioned Equipment Note Agreement as part of the Trust Estate thereunder is hereby confirmed.

UNITED STATES TRUST COMPANY
OF NEW YORK

Attest:

[Signature]
Assistant Secretary

By

[Signature]
Assistant Vice President

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

On this 14 day of April, 1971 before me personally appeared D C Collier, to me personally known, who, being by me duly sworn, says that he is Vice President of EL-PC LEASING CORPORATION, that the seal 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 he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

MARY M. JOYCE
Notary Public, State of New York
No. 03-7126825
Qualified in Bronx County
Certificate filed in New York County
Commission Expires March 30, 1972

Mary M. Joyce

STATE OF NEW YORK }
COUNTY OF NEW YORK } ss.:

On this 15th day of April, 1971 before me personally appeared MALCOLM J. HOOD, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of UNITED STATES TRUST COMPANY OF NEW YORK, that the seal 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 by-laws, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Irene R. Scocca

IRENE R. SCOCCA
Notary Public, State of New York
No. 41-8885475
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1972