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INTERSTATE COMMERCE COMMISSION

DISTRICT OF COLUMBIA, SS:

The undersigned, a Notary Public in and for the District of Columbia aforesaid, hereby certify that on this 1st day of April, 1976 I compared the attached copy of an Assignment from Peoria and Eastern Railway Company to Consolidated Rail Corporation ^{updated} ~~dated March~~ 1976 with the original document and that the attached is a true and correct copy in all respects of such Assignment.

Cheri L. Hall

Notary Public

MY COMMISSION EXPIRES FEBRUARY 14, 1981

ROLLING STOCK AND EQUIPMENT IDENTIFICATION DOCUMENT
(ENCUMBERED PROPERTY)

THE FOLLOWING ROLLING STOCK AND EQUIPMENT IS IDENTIFIED
FOR CONVEYANCE

FROM

THE PEORIA AND EASTERN RAILWAY COMPANY

a corporation organized and existing under the laws of the
State of Illinois, ("Transferor"), whose address is
Six Penn Center Plaza
Philadelphia, Pennsylvania 19104

TO

CONSOLIDATED RAIL CORPORATION

a corporation organized and existing under the laws of the
State of Delaware, ("Transferee"), whose address is
1818 Market Street
Philadelphia, Pennsylvania 19103

All of Transferor's right, title and interest in, under
and to the following properties:

A. All rolling stock and equipment which is subject
to the leases, conditional sale agreements, equipment trust
agreements and other financing agreements ("Financing Agree-
ments") listed in Exhibit A attached to this Rolling Stock
and Equipment Identification Document ("Document") as a part
hereof and which would properly be recorded in Accounts 25,
37, 52, 53, 54, 55, 56, 57 and 58 of the Property Accounts
prescribed by the Interstate Commerce Commission for Railroad

Companies in its Uniform System of Accounts, 49 C.F.R. Part 1201. Rolling stock and equipment includes locomotives, freight cars, passenger cars, work equipment, automobiles, trucks, tractors, trailers, containers, moveable cranes and hoists, multi-level racks, floating equipment and other equipment, but excludes materials and supplies conveyed to Transferee by separate document.

B. The Financing Agreements listed in Exhibit A.

All of the property identified for conveyance to the Transferee in this Document shall be had and held by the Transferee, to its proper use and benefit, forever, free and clear of any liens or encumbrances as provided in Section 303(b) of the Regional Rail Reorganization Act of 1973, as amended ("Act"), but subject to such obligations, charges and liabilities as are provided in (i) Section 303(b)(3) of the Act, (ii) the Final System Plan which has been certified to the Special Court by the United States Railway Association ("USRA") and (iii) the Order of the Special Court.

The property identified for conveyance herein is conveyed as is and where is.

The words "Transferor" and "Transferee" used herein shall be construed as if they read "Transferors" and "Transferees," respectively, whenever the sense of this Document so requires and, whether singular or plural, such words shall be deemed to include in all cases the successors and assigns of the respective parties.

Document No.

P&E-CRC-RS&EI-2

EXHIBIT A

TO

ROLLING STOCK AND EQUIPMENT IDENTIFICATION DOCUMENT
(ENCUMBERED PROPERTY)

FROM

THE PEORIA AND EASTERN RAILWAY COMPANY

TO

CONSOLIDATED RAIL CORPORATION

LIST OF FINANCING AGREEMENTS

This Exhibit A lists the Financing Agreements and identifies, by reference to such Financing Agreements, the rolling stock and equipment in which an interest is being identified for conveyance to the Transferee. Computer printouts identifying the rolling stock and equipment that is the subject of each such Financing Agreement are contained in the Rolling Stock and Equipment Supplement filed with the Special Court by USRA on March 12, 1976, as part of the Certification. */

This Exhibit A contains the following information for each Financing Agreement:

This Exhibit A consists of Pages A-1 through A-3 inclusive.

*/ A copy of the Rolling Stock and Equipment Supplement is on file in the office of USRA, and a copy of the Rolling Stock and Equipment Supplement has been certified by USRA to the Special Court and filed in the office of the Clerk of the Special Court in the United States District Courthouse in Washington, D.C. The printouts will be adjusted by USRA as more accurate information becomes available, and USRA will certify the appropriate changes to the Special Court.

1. Column 1 - ICC Recordation Number
2. Column 2 - Agreement Date
3. Column 3 - Payee and Payee's Address
4. Column 4 - Payment Date, Whether Payment is
Made in Advance or in Arrears and
Period Covered by Payment
5. Column 5 - Rolling Stock and Equipment
Supplement Volume Number
6. Column 6 - Rolling Stock and Equipment Supplement
Part Number
7. Column 7 - Lease/CSA Number

UNITED STATES RAILWAY ASSOCIATION

Document No.

P&E-CRC-RS&EI-2

A-3

EXHIBIT A

THE PEORIA AND EASTERN RAILWAY COMPANY

ICC NO.	AGREEMENT DATE	PAYEE / ADDRESS	PAYMENT DATE ADVANCE OR DEFERS	VOL. / PART NUMBER	FINANCE NUMBER
6439	10/13/72	United States Railway Equipment 2200 East Devon Avenue Des Plaines, Illinois 60018	April 1, 1976	1 5	L-797