

CONRAIL

RECORDATION NO. 9661 Filed & Recorded

AUG 28 1978 3 30 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9661-B Filed & Recorded

AUG 28 1978 3 30 PM

INTERSTATE COMMERCE COMMISSION

August 28, 1978

Robert L. Oswald, Secretary
Interstate Commerce Commission
12th and Constitution Avenue
Washington, D. C. 20423

RECORDATION NO. 9661-A Filed & Recorded

AUG 28 1978 3 30 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9661-C Filed & Recorded

AUG 28 1978 3 30 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9661-D Filed & Recorded

AUG 28 1978 3 30 PM

INTERSTATE COMMERCE COMMISSION

RECEIVED
AUG 28 3 25 PM '78
OPERATION BR.

Dear Mr. Oswald:

Pursuant to Section 20c of the Interstate Commerce Act, and as provided by Volume 49 Code of Federal Regulations Sections 1116.1 through 1116.4 we present the following documents for recordation.

1. Lease of Railroad Equipment, dated as of January 2, 1978.

Lessor: Manufacturers National Bank of Detroit
as Trustee of Conrail 1978 Trust No. I
100 Renaissance Center
Detroit, Michigan 48243

Lessee: Consolidated Rail Corporation
Six Penn Center Plaza
Philadelphia, Pennsylvania 19104

2. Revolving Loan Agreement, dated as of January 2, 1978.

Borrower: Conrail 1978 Trust No. II,
Manufacturers National Bank of Detroit, as
Trustee
100 Renaissance Center
Detroit, Michigan 48243

Lenders: First Pennsylvania Bank N.A.
First Pennsylvania Tower
Center Square Building
Philadelphia, Pennsylvania 19101

RECORDATION NO. 9661-E
AUG 28 1978 3 30 PM
INTERSTATE COMMERCE COMMISSION

RECORDATION NO. 9661-F
AUG 28 1978 3 30 PM
INTERSTATE COMMERCE COMMISSION

8-240A368

DATE AUG 28 1978
Fees \$ 200

ICC Washington, D. C.

Jeffrey R. Zetlemoyer
Counterpart

Central National Bank of Cleveland
800 Superior Avenue
Cleveland, Ohio 44114

The Fidelity Bank
Broad and Walnut Streets
Philadelphia, Pennsylvania 19106

3. Assignment and Security Agreement, dated as of January 2, 1978.

Borrower: Conrail 1978 Trust No. II

Lenders: First Pennsylvania Bank N. A.

Central National Bank of Cleveland

The Fidelity Bank

4. Consent to Assignment and Security Agreement.

Consent By: Consolidated Rail Corporation

5. Assignment of Purchase Order, dated as of January 2, 1978.

Assignor: Consolidated Rail Corporation

Assignee: Manufacturers National Bank of Detroit, as Trustee

6. Consent to Assignment of Purchase Order, dated as of
January 2, 1978.

Consent By: Berwick Forge and Fabricating
Division of Whittaker Corporation
P. O. Box 188
West 9th Street
Berwick, Pennsylvania 18603

7. Letter of Amendments

Executed By: All the parties of the various
documents listed above

The Equipment covered by this transaction is:

<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>No. of Units</u>	<u>Marked</u>	<u>Numbers Inclusive</u>
Box Cars	XP	162	Conrail	223301-223462

Enclosed is our check for \$200 to cover the recordation fee.
On March 31, 1978, I filed a similar group of documents

(Recordation Nos. 9302-9302E) and you calculated the recordation fee as \$200 at that time. The enclosed documents have not been previously recorded with the Interstate Commerce Commission.

After recording a counterpart original of these documents, please return the remaining copies, stamped with your recordation number to the individual presenting them for recordation. Thank you for your assistance.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'JTR', with a long horizontal flourish extending to the right.

Joseph T. Rowan
Corporate Counsel

JTR/pe
Enclosures

Execution Copy
9661-D
RECORDATION NO. Filed & Recorded

AUG 28 1978 8 30 PM

~~INVESTMENT~~ COMMERCE COMMISSION

ASSIGNMENT OF PURCHASE ORDER
PURSUANT TO CONRAIL 1978 TRUST NO. II

ASSIGNMENT OF PURCHASE ORDER

between

CONSOLIDATED RAIL CORPORATION,

as Assignor

and

MANUFACTURERS NATIONAL BANK
OF DETROIT,

as Trustee and Assignee

Dated as of January 2, 1978

ASSIGNMENT OF PURCHASE ORDER
PURSUANT TO CONRAIL 1978 TRUST NO. II

ASSIGNMENT OF PURCHASE ORDER dated as of January 2, 1978 (hereinafter called this Assignment) among CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation (hereinafter called the Lessee) as assignor and MANUFACTURERS NATIONAL BANK OF DETROIT, a national bank association (hereinafter called the Trustee), as assignee and as Trustee under a Restated and Amended Trust Agreement for CONRAIL 1978 TRUST NO. II restated and amended as of February 15, 1978 and dated as of January 2, 1978 (hereinafter called the Trust Agreement).

WHEREAS the Lessee is entering into a Purchase Agreement dated as of May 5, 1978 (hereinafter called the Purchase Order) with Whittaker Corporation (Berwick Forge and Fabricating Division) (hereinafter called the Builder), wherein the Builder has agreed to manufacture, sell and deliver to the Lessee the units of railroad equipment described in Schedule A to the Lease (hereinafter defined), which will consist of high roof cushioned underframe multi-purpose box cars (hereinafter called the Equipment or the Unit or Units);

WHEREAS the trust under the Trust Agreement (hereinafter called the Trust) is entering into a Revolving Loan Agreement dated as of January 2, 1978 (hereinafter called the Revolving Loan Agreement) with First Pennsylvania Bank N.A. (hereinafter called the Agent), Central National Bank of Cleveland and the Fidelity Bank, in substantially the form attached to the Participation Agreement dated as of January 2, 1978 (hereinafter called the Participation Agreement) as Annex B, pursuant to which 65% of the aggregate Cost of the Equipment (as defined in the Trust Agreement) will be loaned to the Trust for the purchase of the Equipment, and under which the Trustee will execute an Assignment and Security Agreement dated as of January 2, 1978 (hereinafter called the Lease Assignment), in substantially the form attached to the Participation Agreement as Annex E, and the Lessee will execute a Consent to Assignment and Security Agreement dated as of the date hereof (hereinafter called the Consent) in substantially the form attached to the Participation Agreement as Annex F;

WHEREAS the Lessee will lease the Equipment from the Trustee pursuant to a Lease of Railroad Equipment dated as of January 2, 1978 (hereinafter called the Lease) in substantially the form attached to the Participation Agreement as Annex A;

NOW, THEREFORE, in consideration of the agreements and the covenants hereinafter contained, the parties hereto hereby agree as follows:

1. The Lessee hereby sells, assigns, transfers and sets over to the Trustee, as Trustee under the Trust Agreement, all of its right, title and interest in and to the Equipment and in the Purchase Order.

2. The Trustee hereby agrees, subject and pursuant to the provisions for delivery, acceptance and closing set forth in the Lease and the Participation Agreement, to make payment to the Builder on behalf of the Trust for the Equipment, such that the Trustee and the Beneficiaries (as defined in the Trust Agreement) will become the owners of the Equipment for all purposes whatsoever.

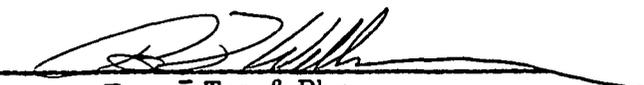
3. It is expressly agreed between the parties hereto that (a) subject to the provisions of the Lease and the Participation Agreement the Lessee shall at all times remain liable to the Builder under the Purchase Order to perform all the duties and obligations of the "Buyer" thereunder to the same extent as if this Assignment had not been executed; and (b) neither the Trustee nor the Beneficiaries shall have any obligation or liability under the Purchase Order by reason of, or arising out of, this Assignment or be obligated to perform any of the obligations or duties of the Lessee under the Purchase Order or to make any payment thereunder other than to make payment to the Builder in accordance with Paragraph 2 hereof.

4. It is expressly agreed between the parties hereto that the provisions of the Lease and the Participation Agreement, including but not limited to § 2 of the Lease and Paragraphs 1, 7, 8, and 9 of the Participation Agreement relating to the delivery and acceptance of and closing for the Equipment, are in full force and effect as of this date.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment to be executed by duly authorized officers or other persons, as of the date first above written.

CONSOLIDATED RAIL CORPORATION

By


Asst. Treas. Tx. & Bkg.

MANUFACTURERS NATIONAL BANK
OF DETROIT, as Trustee,

By


DONALD E. BLACK

-2- VICE PRESIDENT AND TRUST OFFICER