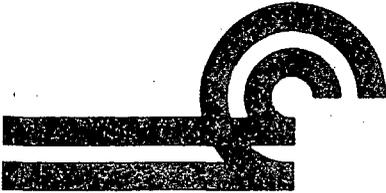


CONRAIL



RECORDATION NO. *8261-K* Filed 1425
January 6687
AUG 5 1981-9 25 AM

INTERSTATE COMMERCE COMMISSION

RECORDATION NO. *8261-H* Filed 1425
January 4262
AUG 5 1981-9 25 AM

INTERSTATE COMMERCE COMMISSION

July 21, 1981

RECORDATION NO. *8261-S* Filed 1425
January 6934
AUG 5 1981-9 25 AM

RECORDATION NO. *8261-I* Filed 1425
January 4263
AUG 5 1981-9 25 AM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION
Mrs. Mildred Lee
Recordation Office
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. *8261-J* Filed 1425
January 5867
AUG 5 1981-9 25 AM
RECORDATION NO. *8261-M* Filed 1425
January 7183
AUG 5 1981-9 25 AM

INTERSTATE COMMERCE COMMISSION

Dear Mrs. Lee:

INTERSTATE COMMERCE COMMISSION

Enclosed are the six documents we discussed on the telephone last Friday. In accordance with your subsequent call, I have attached a filing fee of \$20 on each one. My understanding is that these documents will be recorded under Number 8261, the number of the document conveying them from Penn Central to Consolidated Rail Corporation, and will be restored from the name of the Trustee back to the name of the Lessor.

Thank you for your continuing cooperation in this matter. I am hopeful that this method for current submissions will avoid future problems. We will also do our best to straighten out the overall problem with numbering, beginning with the Recordation Numbers about which Mary Ann Oster has inquired.

Sincerely,

Beth Blaskey

Beth A. Blaskey
Legal Assistant

Encs.

BAB:nv

Interstate Commerce Commission
Washington, D.C. 20423

8/5/81

OFFICE OF THE SECRETARY

Ms. Beth A. Blaskey
Legal Assistant
Consolidated Rail Corp.
Six Penn Center Plaza
Philadelphia PA. 19104

Dear **Sir:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **8/5/81** at **9:25am**, and assigned re-
recording number(s). **8261-H - 8261-M**

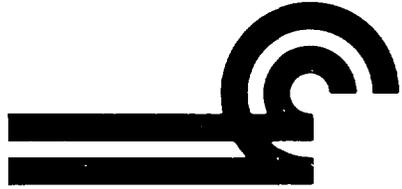
Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

CONRAIL



6687

RECORDATION NO. *8261-K* Filed 1425
Journey under 6687
AUG 5 1981 9 25 AM
INTERSTATE COMMERCE COMMISSION

July 23, 1981

8/15/81
Date
20.00
Fee
ICC Washington, D. C.

Agatha Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Ms. Mergenovich:

Enclosed is an original and two counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 U.S. Code.

This document is a Consent and Agreement, a secondary document, dated June 1, 1980. The primary document to which this is connected, a Lease originally filed with the I.C.C. under Recordation Number 6687, was conveyed to Consolidated Rail Corporation by a document filed with the I.C.C. under Recordation Number 8261. The secondary document covers Equipment including one hundred GP-38-2 locomotives.

The names and addresses of the parties to the documents are as follows:

Consolidated Rail under 8261
EL-PCTC Leasing Corporation *Lesson*
c/o United States Trust Company
of New York
130 John Street
New York, NY 10038

The Penn Central Transportation Company
as predecessor-in-interest to
Consolidated Rail Corporation
1138 Six Penn Center Plaza
Philadelphia, PA 19104

A fee of \$20 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

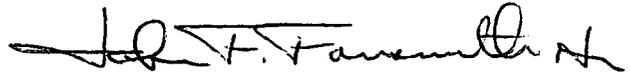
John F. Fansmith, Jr., Esq.
Law Department
Consolidated Rail Corporation
1138 Six Penn Center Plaza
Philadelphia, Pennsylvania 19104

July 23, 1981
Page 2

A short summary of the document to appear in the index follows:

Consent and Agreement, a supplement to a Lease between EL-PCTC Leasing Corporation and Penn Central Transportation Company, with Recordation Number 6687, conveyed to Consolidated Rail Corporation by a document filed with the I.C.C. under Recordation Number 8261, dated June 1, 1980, and covering Equipment including one hundred GP-38-2 locomotives.

Very truly yours,



John F. Fansmith, Jr.
General Attorney - Corporate

Encls. (\$20 check, 3 signed agreements)

RECORDATION NO. *8261-K* Filed 1425
Assembly under 6687
AUG 5 1981 9 25 AM
564
INTERSTATE COMMERCE COMMISSION

CONSENT AND AGREEMENT

CONSENT AND AGREEMENT dated as of June 1, 1980 by EL-PCTC Leasing Corporation, a Delaware corporation ("EL-PCTC"), and United States Trust Company, a New York corporation ("United States Trust").

WHEREAS, General Motors Corporation, a Delaware corporation ("General Motors"), and EL-PCTC entered into a Purchase Contract dated as of May 1, 1972 covering the purchase of locomotives, including 100 GP-38-2 locomotives ("Equipment");

WHEREAS, EL-PCTC and George P. Baker, Richard C. Bond, Jervis Langdon, Jr., as Trustees of the property of Penn Central Transportation Company ("Penn Central") entered into a Lease of Railroad Equipment dated as of July 26, 1972 ("Lease");

WHEREAS, EL-PCTC, General Motors, the Lenders listed in Schedule A thereto and United States Trust entered into a Loan and Financing Agreement dated as of July 15, 1972;

WHEREAS, EL-PCTC, General Motors, and United States Trust Company entered into an Equipment Note Agreement dated as of July 26, 1972, whereby EL-PCTC assigned to the United States Trust all its right, title and interest in the Equipment and Lease;

WHEREAS, the Lease was conveyed to Consolidated Rail Corporation, a Pennsylvania corporation ("Conrail"), pursuant to the Regional Rail Reorganization Act of 1973 as amended;

WHEREAS, pursuant to Section 18 of the Lease Conrail is restricted from leasing the Equipment to any other railroad company without the prior written consent of EL-PCTC or United States Trust;

WHEREAS, it is desirable to sublease the Equipment in off-peak periods to improve the utilization of equipment;

WHEREAS, modern operational techniques of in-through or run-through service, requiring off-line use of locomotives, offer significant revenue earning opportunities and are therefore desirable; and

WHEREAS, the Association of American Railroads Contract Committee has circulated to member railroads a suggested form for a sample Run-Through Agreement, indicating the industry's adoption of run-through service in its operation.

NOW, THEREFORE, EL-PCTC and United States Trust consent and agree to the following:

- (i) Conrail may sublease the Equipment to, or permit their use by, a user incorporated in the United States of America (or any State thereof or the District of Columbia), upon lines of railroads owned or operated by such user or by a railroad company or companies incorporated in the United States of America (or any State thereof or the

District of Columbia), or over which such user, or such railroad company or companies have trackage rights or rights for operation of their trains; provided, however, that the prior written consent of EL-PCTC and United States Trust must be obtained for any sublease that is for a term longer than nine months or is renewable for a term more than nine months and further provided that all of the obligations and duties of Conrail under the Lease shall remain in full effect during the term of any such sublease and that nothing in such sublease shall terminate, reduce, diminish or otherwise change the rights of EL-PCTC and United States Trust under the Lease;

- (ii) Conrail may use the Equipment upon the lines of railroad of connecting and other carriers in the usual interchange of traffic or in-through or run-through service.

This Consent and Agreement, when accepted by EL-PCTC and United States Trust by signing the acceptance at the foot hereof, shall be deemed to be a contract for the benefit of EL-PCTC and United States Trust and their successors and assigns under the laws of the State of New York and, for all

purposes, shall be construed in accordance with the laws of
said State.

EL-PCTC LEASING CORPORATION

W. J. O'Connell

[Corporate Seal]

ATTEST: *L. W. Muddleton* By *Vice President*
Assistant Secretary Title

UNITED STATES TRUST COMPANY

[Corporate Seal]

ATTEST: *Stephen J. Kala* By *Thomas B. Zakrzewski*
Asst. Secretary Title
THOMAS B. ZAKRZEWSKI
ASSISTANT VICE PRESIDENT.

STATE OF *NEW YORK*)
)
COUNTY OF *NEW YORK*) ss.:

On this *17* day of *MARCH 1981-1980*, before me personally appeared *R.T. O'CONNELL*, to me personally known, who, being by me duly sworn, says that he/she is an authorized officer of *EL-PCTC LEASING CORP.*, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.



Notary Public

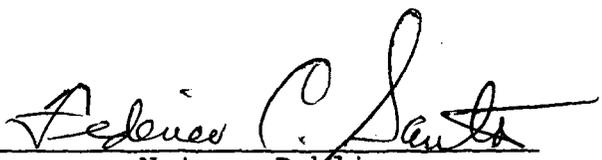
JOHN G. BECK
Notary Public, State of New York
No. 03-4678317
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires March 30, 1982

[Notarial Seal]

My Commission Expires

STATE OF)
)
COUNTY OF) ss.:

On this *3rd* day of *July* 198*1*, before me personally appeared *THOMAS B. ZAKRZEWSKI*, to me personally known, who, being by me duly sworn, says that he/she is an authorized officer of *UNITED STATES TRUST COMPANY OF NEW YORK* that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.



Notary Public

FEDERICO C. SANTOS
Notary Public, State of New York
No. 41-4691650
Qualified in Queens County
Commission Expires March 30, 1983

[Notarial Seal]

My Commission Expires