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May 24, 1989

RECORDATION NO. 16228-A
FILED 1425

MAY 24 1989 - 1 45 PM

INTERSTATE COMMERCE COMMISSION

Secretary Noretta R. McGee
Interstate Commerce Commission
Room 2303
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Termination of March 6, 1989 Lease Agreement, Recordation No. 16228

Dear Secretary McGee:

I have enclosed an original and four notarized copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

This document is a lease termination, a secondary document, which became effective April 14, 1989. The primary document to which this secondary document is connected is recorded under Recordation No. 16228.

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

(1) Lessor

General Electric Company
Transportation Systems Business Operation
2901 East Lake Road
Erie, Pennsylvania 16531
Attn: Thomas J. McFadden

(2) Lessee

Consolidated Rail Corporation
Materials & Purchasing
Fourth Floor
Six Penn Center Plaza
Philadelphia, Pennsylvania 19104
Attn: W. Scott Butler

MAY 24 1 33 PM '89
RECORDING UNIT

Robert A. Stewart

PEPPER, HAMILTON & SCHEETZ

Noreta R. McGee
May 24, 1989
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The locomotives covered by the lease are:

Twenty-five (25) General Electric Dash 8-40C Diesel Electric Locomotives, Builder's Specification: 41A313788

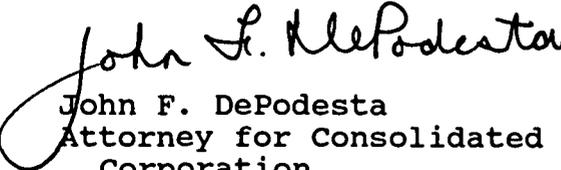
A fee of \$13.00 is enclosed. Please return the original and any extra copies not needed by the Commission to the undersigned. A short summary of the document to appear in the index follows:

Secondary Document

A Lease Agreement Termination to Lease Agreement with Recordation No. 16228, termination effective April 14, 1989, and covering twenty-five (25) General Electric Dash 8-40C Diesel Electric Locomotives.

Please call me if you have any questions or desire additional information.

Very truly yours,


John F. DePodesta
Attorney for Consolidated Rail Corporation

JFD/ras
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

5-24-89

OFFICE OF THE SECRETARY

John F. Depodesta
Pepper, Hamilton & Scheetz
1300 19th St. N.W.
Washington, D.C. 20036

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 5-24-89 at 1:45pm, and assigned recordation number(s). 16228-A

Sincerely yours,



Secretary

Enclosure(s)

LEASE AGREEMENT TERMINATION

MAY 24 1989 - 1 45 PM

INTERSTATE COMMERCE COMMISSION

This terminates the Lease Agreement, dated March 3, 1989, ("Lease") between Consolidated Rail Corporation ("Conrail"), a Pennsylvania corporation, and General Electric Company ("GE"), a New York corporation.

WHEREAS, Conrail and GE executed a Lease Agreement, dated March 3, 1989, relating to certain locomotives;

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on March 6, 1989 at 2:40 P.M. Recordation No. 16228.

WHEREAS, the parties hereto desire to terminate and cancel the Lease and to record this termination and cancellation;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Conrail and GE agree as follows:

1. Conrail and GE hereby, terminate and cancel the Lease, effective April 14, 1989.
2. The parties agree to record this Agreement with the ICC so as to release the lien against the Equipment constituted by the Lease.
3. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Conrail and GE have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

CONSOLIDATED RAIL CORPORATION

By: Thomas J. McShaddenTitle: MANAGER - FINANCING

GENERAL ELECTRIC COMPANY

By: W. Scott ButlerTitle: W. Scott ButlerGeneral Manager - Marketing
G.E. Transportation Systems

COMMONWEALTH OF PENNSYLVANIA)
) ss.
COUNTY OF PHILADELPHIA)

The foregoing instrument was acknowledged before me
this 18th day of April, 1989, by
Thomas J. McEadden the Manager-Financing
of Consolidated Rail Corporation, a Pennsylvania corporation,
on behalf of the corporation.

Loretta Dandridge
NOTARY PUBLIC

NOTARIAL SEAL
LORETTA DANDRIDGE, Notary Public
City of Philadelphia, Phila. County
My Commission Expires Aug. 27, 1990

Pennsylvania
STATE OF ~~NEW YORK~~
COUNTY OF *ERIE*

)
) SS.
)

The foregoing instrument was acknowledged before me
this 8th day of May, 1989, by
W. Scott Butler, the General Manager-Marketing
of General Electric Company, a New York corporation, on behalf of
the corporation.

Betty A. Manucci
NOTARY PUBLIC

NOTARIAL SEAL
BETTY A. MANUCCI, NOTARY PUBLIC
LAWRENCE PARK TWP., ERIE COUNTY
MY COMMISSION EXPIRES JAN 14, 1991

Member, Pennsylvania Association of Notaries