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September 7, 1989

RECORDATION NO. 16472-A
FILED 1425

SEP 7 1989 2:45 PM

INTERSTATE COMMERCE COMMISSION

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

SEP 1 2 33 PM '89

Re: Termination of August 1, 1989 Lease Agreement, Recordation No. 16472

Dear Secretary McGee:

I have enclosed an original and three 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, dated August 31, 1989. The primary document to which this secondary document is connected is recorded under Recordation No. 16472.

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

(1) Lessor

Electro-Motive Division
General Motors Corporation
P.O. Box 9000
Wayne, Pennsylvania 19087
Attn: John W. Jarrell
Vice-President & General Manager

(2) Lessee

Consolidated Rail Corporation
Six Penn Center Plaza
Philadelphia, Pennsylvania 19104
Attn: Thomas J. McFadden
Manager-Financing

C. Austerlitz - Robert A. Steiner

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Noreta R. McGee
September 7, 1989
Page 2

The locomotives covered by this lease termination are:

Six (6) General Electric Dash 8-40C Diesel Electric
Locomotives
Builder's Specification: 8128 & Amendment 8128-3
Lessee Identification Nos.: 6843 to 6847 (inclusive) &
6849*/

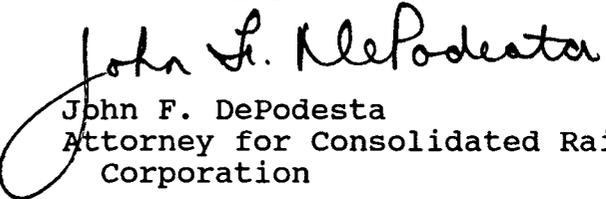
A fee of \$13.00 is enclosed. Please return the original and any extra copies not needed by the Commission to the undersigned. A short summary of the document to appear in the index follows:

Secondary Document

A Lease Agreement Termination to Lease Agreement with Recordation No. 16472, termination effective August 31, 1989, and covering the six (6) General Electric Dash 8-40C Diesel Electric Locomotives numbered 6843 to 6847 (inclusive) & 6849.

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

*/ The Lease Agreement (recorded August 10, 1989, at 11:35 A.M.) continues in full force and effect with respect to the locomotives numbered 6848, 6850 to 6867 (inclusive).

LEASE AGREEMENT TERMINATION

(PARTIAL)

RECORDATION NO. 16472-A FILED 1428

SEP 7 1989 2:45 PM

INTERSTATE COMMERCE COMMISSION

This terminates the Lease Agreement, dated August 1, 1989, ("Lease") between Consolidated Rail Corporation ("Conrail") a Pennsylvania corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation only with respect to the following locomotives: 6843, 6844, 6845, 6846, 6847, 6849 (hereinafter referred to as "Terminated Equipment"). The Lease and the hereinafter described recordation with the Interstate Commerce Commission ("ICC") with respect to locomotives 6848, 6850 to 6867 inclusive and continues in full force and effect.

WHEREAS, Railroad and EMD executed a Lease Agreement, dated August 1, 1989, relating to the equipment described in Exhibit A hereto ("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 AUGUST 10, 1989 at 11:35 A.m. Recordation No. 16472.

WHEREAS, the parties hereto desire to terminate and cancel the Lease with respect to the Terminated Equipment 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, Railroad and EMD agree as follows:

1. Railroad and EMD hereby terminate and cancel the Lease, effective August 31, 1989 with respect to the Terminated Equipment.
2. The parties agree to record this Agreement with the ICC so as to release the lien against the Terminated Equipment constituted by the Lease.
3. The parties agree that the Lease and the above mentioned recordation with the ICC shall continue in full force and effect with respect to locomotives 6848, 6850 to 6867 inclusive.
4. 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, Railroad and EMD 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

Attest: Thomas J. Kincaid
Director - Financing

By: Thomas J. McHadden
Title: Manager - Financing

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

Attest: Paul

By: John W. Jarrell
John W. Jarrell
Title: Vice President & General Manager

State of Illinois)
County of Cook) ss.

On this 31st day of August, 1989, before me personally appeared John W. Jarrell, to me personally known, who, being by me duly sworn, did say that he is a Vice President & Genl. Mgr. of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such 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 such corporation.

Agnes L. Naphe
Notary Public

My commission expires:
Feb 24, 1990

COMMONWEALTH OF
~~State of~~ PENNSYLVANIA)
County of PHILADELPHIA) ss.

On this 31ST day of AUGUST, 1989, before me personally appeared THOMAS J. McFADDEN, to me personally known, who, being by me duly sworn, did say that he is a MANAGER-FINANCING of CONSOLIDATED RAIL CORPORATION, that the instrument was signed on behalf of such 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 such corporation.

Loretta Dandridge
Notary Public

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

My commission expires:
Aug. 27, 1990

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Mr. John F. DePodesta
Pepper, Hamilton & Scheetz
1300 Nineteenth Street, N.W.
Washington, D.C. 20036

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/7/89 at 2:45PM, and assigned recordation number(s). 16472-A

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s) .