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9-278A030

October 5, 1989

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

RECORDATION NO. 16472-B FILED 1425

OCT 5 1989 -1 35 PM
INTERSTATE COMMERCE COMMISSION

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

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 September 29, 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 19103
Attn: Thomas J. McFadden
Manager-Financing

Robert A. Stewart

PEPPER, HAMILTON & SCHEETZ

Noreta R. McGee
October 5, 1989
Page 2

The locomotives covered by this lease agreement termination are:

Nineteen (19) General Electric Dash 8-40C Diesel Electric Locomotives
Builder's Specification: 8128 & Amendment 8128-3
Lessee Identification Nos.: 6848 & 6850 through 6867
(inclusive)

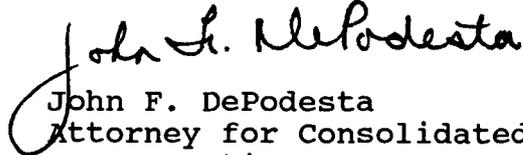
A fee of \$13.00 is enclosed. Please return the original and any extra copies not needed by the Commission to the undersigned. A short summary of the document to appear in the index follows:

Secondary Document

A Lease Agreement Termination to Lease Agreement with Recordation No. 16472, termination effective September 29, 1989, and covering nineteen (19) 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

10/5/89

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 10/5/89 at 1:35pm and assigned recordation number(s). 16472-B

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

OCT 5 1989 - 1 35 PM

LEASE AGREEMENT TERMINATION
(FINAL)

INTERSTATE COMMERCE COMMISSION

This terminates the Lease Agreement, dated August 1, 1989, ("Lease") between Consolidated Rail Corporation ("Railroad") a Pennsylvania corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation only with respect to the following locomotives: 6848 and 6850 through 6867 inclusive (hereinafter referred to as "Terminated Equipment").

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 SEPTEMBER 29, 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. 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: [Signature]

By: Thomas J. McHadden

Title: MANAGER--FINANCING

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

Attest: [Signature]

By: John W. Jarrell

Title: Vice President & General Manager

9/21/89

State of Illinois)
County of Cook) ss.

On this 29TH day of SEPTEMBER, 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 & Gen. Manager 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.

Juanita Acantilado
Notary Public

My commission expires:

April 17, 1992



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

On this 29TH day of SEPTEMBER, 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

My commission expires:

August 27, 1990

