

RECORDATION NO. 10210-G
FILED 1625
MAR 7 1996 11 50 AM
1970 FEDERAL GOVERNMENT PRINTING OFFICE

DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW
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WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

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March 7, 1996

Recordation No. 10210-G

Dear Mr. Williams:

On behalf of State Street Bank of Connecticut, N.A. (formerly The Connecticut Bank and Trust Company), ("Bank"), I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of a secondary document, not previously recorded, entitled Full Release and Termination of Lease of Railroad Equipment Recorded with the Interstate Commerce Commission under Recordation No. 10210-B ("Release") made as of March 1, 1996. The parties to the said Release are as follows:

Counterparts of 10210-B

State Street Bank of Connecticut, N.A. — Lessor/a Releasing Party
(formerly The Connecticut Bank and Trust Company)
Suite 1114
750 Main Street
Hartford, CT 06103

Consolidated Rail Corporation — Lessee/a Releasing Party
2001 Market Street
Philadelphia, PA 19101-1425

The aforesaid Release is a full release and termination of the Lease of Railroad Equipment recorded under Recordation No. 10210-B and the collateral covered thereby and should be recorded under the next available letter under Recordation No. 10210, which we believe is "-G."

The equipment covered by the enclosed Release is all the rolling stock covered by the aforesaid Lease of Railroad Equipment.

MAR 7 11 42 AM 1996
INTERSTATE COMMERCE COMMISSION
RECORDATION DIVISION

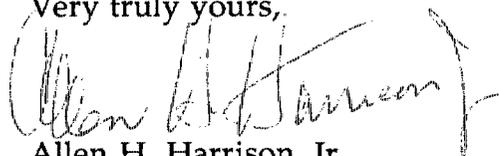
A short summary of the Release to appear in the index of the Surface Transportation Board ("Board") is as follows:

"Full release and termination of Lease of Railroad Equipment filed under Recordation No. 10210-B."

Enclosed is a check in the amount of twenty-one dollars (\$21.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,



Allen H. Harrison, Jr.
*Attorney for State Street Bank
of Connecticut, N.A. for the
purpose of this filing.*

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Enclosures

By Hand

8360-020

10210-6

RECORDATION NO. 10210-G
FILED 1996
MAY 7 1996 PM 50 538

FULL RELEASE AND TERMINATION
OF
LEASE OF RAILROAD EQUIPMENT
RECORDED WITH THE INTERSTATE COMMERCE COMMISSION
UNDER RECORDATION NO. 10210-B

THIS FULL RELEASE AND TERMINATION OF LEASE OF RAILROAD EQUIPMENT is made as of March 1, 1996, by Consolidated Rail Corporation ("Lessee") and State Street Bank and Trust Company of Connecticut, N.A. (formerly The Connecticut Bank and Trust Company) ("Lessor"), as Trustee under that certain Trust Agreement dated as of February 1, 1979 among the Trustee, and Heleasco Eight, Inc., MLL Leasing Corp., and Gould Leasing Services, Inc., as Beneficiaries.

WITNESSETH

WHEREAS, Lessor and Lessee are parties that certain Lease of Railroad Equipment dated as of February 1, 1979 as may have been amended from time to time, recorded March 16, 1979 with the Interstate Commerce Commission under Recordation No. 10210-B (the "Lease");

WHEREAS, under the terms of the Lease Lessor granted to Lessee a leasehold interest in certain of Lessor's assets, more particularly described in Exhibit A hereto (the "Equipment"); and

WHEREAS, the term of the leasehold interest set forth in the Lease has expired and all obligations under the Lease have been fully satisfied and discharged.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged, and intending to be legally bound, each of Lessor and Lessee does hereby release and terminate *in toto* the aforesaid Lease and does hereby fully release and discharge all Equipment described and covered therein and thereby.

IN WITNESS WHEREOF, each of Lessor and Lessee has duly executed this **FULL RELEASE AND TERMINATION OF LEASE OF RAILROAD EQUIPMENT** as of this 1st day of March, 1996.

STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, N.A.

CONSOLIDATED RAIL CORPORATION

By: 
Name: DONALD E. SMITH
Title: VICE PRESIDENT

By: _____
Name: _____
Title: _____

**FULL RELEASE AND TERMINATION
OF
LEASE OF RAILROAD EQUIPMENT
RECORDED WITH THE INTERSTATE COMMERCE COMMISSION
UNDER RECORDATION NO. 10210-B**

THIS FULL RELEASE AND TERMINATION OF LEASE OF RAILROAD EQUIPMENT is made as of March 1, 1996, by Consolidated Rail Corporation ("Lessee") and State Street Bank and Trust Company of Connecticut, N.A. (formerly The Connecticut Bank and Trust Company) ("Lessor"), as Trustee under that certain Trust Agreement dated as of February 1, 1979 among the Trustee, and Heleasco Eight, Inc., MLL Leasing Corp., and Gould Leasing Services, Inc., as Beneficiaries.

WITNESSETH

WHEREAS, Lessor and Lessee are parties that certain Lease of Railroad Equipment dated as of February 1, 1979 as may have been amended from time to time, recorded March 16, 1979 with the Interstate Commerce Commission under Recordation No. 10210-B (the "Lease");

WHEREAS, under the terms of the Lease Lessor granted to Lessee a leasehold interest in certain of Lessor's assets, more particularly described in Exhibit A hereto (the "Equipment"); and

WHEREAS, the term of the leasehold interest set forth in the Lease has expired and all obligations under the Lease have been fully satisfied and discharged.

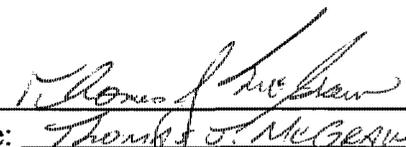
NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged, and intending to be legally bound, each of Lessor and Lessee does hereby release and terminate *in toto* the aforesaid Lease and does hereby fully release and discharge all Equipment described and covered therein and thereby.

IN WITNESS WHEREOF, each of Lessor and Lessee has duly executed this **FULL RELEASE AND TERMINATION OF LEASE OF RAILROAD EQUIPMENT** as of this 1st day of March, 1996.

**STATE STREET BANK AND TRUST
COMPANY OF CONNECTICUT, N.A.**

By: _____
Name: _____
Title: _____

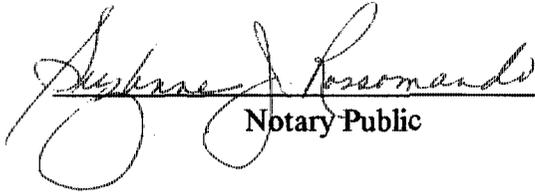
CONSOLIDATED RAIL CORPORATION

By: 
Name: Thomas J. McGraw
Title: Director - Financing

COMMONWEALTH OF PENNSYLVANIA }
} ss:
COUNTY OF PHILADELPHIA }

I hereby certify that on this 1st day of March, 1996 before me, a Notary Public of the State of New York, personally appeared THOMAS J. MCGRAW, the Director-Financing of **CONSOLIDATED RAIL CORPORATION**, a Pennsylvania corporation ("Corporation"), known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, who, being by me duly sworn, says that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that he/she executed the same for the purposes therein contained as the duly authorized officer of said Corporation by signing the name of the Corporation by himself/herself as its Director-Financing.

IN WITNESS WHEREOF, I have hereunto set my hand and official notarial seal.



Notary Public

[SEAL]

NOTARIAL SEAL
Suzanne J. Rossomando, Notary Public
City of Philadelphia, Phila. County
My Commission Expires June 28, 1999

My Commission Expires: _____

EXHIBIT A

40 Model GP40-2 diesel electric locomotives, 3,000 h.p., road numbers CR3346-3385, inclusive;

24 Model GP38-2 diesel electric locomotives, 2,000 h.p., road numbers CR8256-8263, CR8265-8271, and CR8273-8281, inclusive; and

25 Model B23-7 diesel electric locomotives, 2,250 h.p., road numbers CR1967-1991, inclusive.

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

3/7/96

Allen H. Harrison, Jr.
Donelan, Cleary, Wood & Maser, P.C.
1100 New York Avenue, NW., Ste. 750
Washington, DC., 20005-3934

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 3/7/96 at 11:50AM, and assigned recordation number(s). 10210-G.

Sincerely yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

