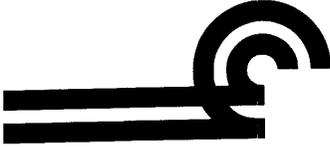


CONRAIL®

0100310047



RECORDATION NO. 18850-B FILED 1425

JUL 15 1994 -10 10 AM

INTERSTATE COMMERCE COMMISSION

July 15, 1994

**VIA HAND DELIVERY**

Mr. Sidney L. Strickland, Jr.  
Secretary  
Interstate Commerce Commission  
Twelfth Street & Constitution Avenue, N.W.  
Washington, D.C. 20423

**Re: Lease of Locomotives from General Electric Company  
to Consolidated Rail Corporation**

Dear Mr. Strickland:

Enclosed are an original and two originally executed counterparts of the secondary document described below. The secondary document described below is related to the primary document Interim User Agreement, dated June 1, 1994 ("Lease"), between Consolidated Rail Corporation (Conrail) and General Electric Company (GE), and the secondary document, Partial Termination of Lease, dated June 30, 1994, each of which were duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on June 13, 1994 at 3:40 p.m., Recordation No. 18850 and on July 1, 1994 at 10:00 a.m., Recordation No. 18850-A, respectively. All of the enclosed documents are to be recorded pursuant to Section 11303, Title 49, of the United States Code.

The enclosed secondary document is:

Termination of Lease, dated as of July 14, 1994, between Consolidated Rail Corporation and General Electric Company. The names and addresses of the parties to the documents are as follows:

*counterparts  
Edward M. Lewis*

Mr. Sidney L. Strickland, Jr.  
July 15, 1994  
Page 2

Lease Agreement Termination (Partial)

Lessee:

Consolidated Rail Corporation  
2001 Market Street  
P.O. Box 41425  
Philadelphia, PA 19101-1425

Secured Party:

General Electric Company  
Transportation Systems  
Business Operations  
2901 East Lake Road  
Erie, PA 16531

The description of the equipment covered by the aforesaid Lease Agreement Termination is as follows:

Ten (10) General Electric Company Model Dash 8-40CW diesel electric locomotives bearing road numbers 6256 through 6265, both inclusive.

A fee of eighteen dollars (\$18.00) is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

Cheryl A. Cook, Esquire  
Consolidated Rail Corporation  
2001 Market Street  
Philadelphia, PA 19101-1416

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

Termination of Lease: Termination of Lease, dated as of July 14, 1994, between General Electric Company, as secured party, Transportation Systems Business Operations, 2901 East Lake Road, Erie, PA 16531 and Consolidated Rail Corporation, 2001 Market Street, P.O. Box 41425, Philadelphia, Pennsylvania 19101-1425, covering ten (10) General Electric Company Model Dash 8-40CW diesel electric locomotives bearing road numbers 6256 through 6265, both inclusive, related to the Interim User Agreement, dated as of June 1, 1994 between GE and Conrail, ICC Recordation No. 18850, covering thirty six (36) General Electric Company Model Dash 8-40CW diesel electric locomotives bearing road numbers 6230 through 6265, both inclusive, and the Partial Termination of Lease, dated as of June 30, 1994 covering twenty-six (26) General

Mr. Sidney L. Strickland, Jr.  
July 15, 1994  
Page 3

Electric Company Model Dash 8-40CW diesel electric locomotives bearing road numbers 6230 through 6255, both inclusive, filed with the ICC on July 1, 1994 under Recordation No. 18850-A.

If you have any questions, please do not hesitate to call the undersigned.

Very truly yours,



Cheryl Anne Cook  
Associate General Counsel  
Two Commerce Square - C16A  
(215) 209-5042  
(215) 209-4819 (Fax)

/dr  
geltr.cac

RECORDATION NO. 18850-B FILED 1625

JUL 15 1994 - 10 10 AM

INTERSTATE COMMERCE COMMISSION

### TERMINATION OF LEASE

THIS TERMINATION OF LEASE, made the 14<sup>th</sup> day of July, 1994 by and among General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), and Consolidated Rail Corporation, a Pennsylvania corporation ("Railroad").

WHEREAS, GE and Railroad are parties to an Interim User Agreement dated as of June 1, 1994 (the "Lease"); and

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, on June 13, 1994, at 3:40 p.m. and given Recordation Number 18850; and

WHEREAS, on June 30, 1994 GE and Railroad terminated the lease with respect to 26 of the 36 locomotives originally covered thereby and duly filed such Partial Termination for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303; and

WHEREAS, GE and Railroad desire to terminate and cancel the Lease with respect to the remaining ten locomotives described therein and to record such termination and cancellation with the ICC;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and GE, intending to be legally bound, agree as follows:

1. Railroad and GE hereby terminate and cancel the Lease, effective July 14, 1994, with respect to the following equipment remaining covered thereby: Ten (10) General Electric Company Diesel Electric Model Dash 8-40CW Locomotives bearing Road Numbers 6256 - 6265, inclusive.
2. The parties agree to record this Termination of Lease with the ICC so as to release GE's lien against all of the equipment originally covered thereby.
3. This Termination of Lease may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in

one or more counterparts) which together shall constitute but one and the same instrument.

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

Attest

  
\_\_\_\_\_  
J. D. McGeehan

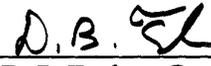
CONSOLIDATED RAIL CORPORATION

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

Attest

  
\_\_\_\_\_  
M. J. Baughman, Attesting Secretary

GENERAL ELECTRIC COMPANY

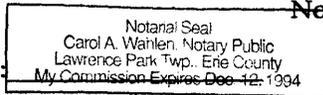
By:   
\_\_\_\_\_  
D. B. Tucker, General Manager  
Americas Locomotive Marketing/  
Sales/Service Operation

Commonwealth of Pennsylvania }  
 }  
County of Erie }

On this 7th day of July, 1994, before me personally appeared D. B. Tucker, to me personally known, who, being duly sworn, did say that he is General Manager, Americas Locomotive Marketing/Sales/Service Operation of General Electric Company, that the foregoing 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.

*Carol A. Wahlen*

Notary Public

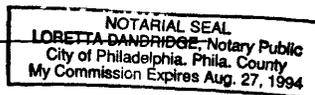


My commission expires:

Commonwealth of Pennsylvania }  
 }  
County of Phila }

On this 6 day of July, 1994, before me personally appeared T. J. McGraw, to me personally known, who, being duly sworn, did say that he/she is Director - Financing of Consolidated Rail Corporation, that the foregoing instrument was signed on behalf of such 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 such corporation.

*Loretta Danbridge*  
Notary Public



My commission expires: