



July 15, 1994

RECORDATION NO. 18870-A FILED 1925

JUL 15 1994 -10 10 AM

INTERSTATE COMMERCE COMMISSION

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

VIA HAND DELIVERY

Re: Purchase of Locomotives by Consolidated Rail Corporation

Dear Mr. Strickland:

Enclosed are an original and two originally executed counterparts of the secondary document which is described below. The enclosed secondary document relates to the primary document Equipment Trust Agreement (Conrail 1994, Series A), dated as of June 30, 1994, between Consolidated Rail Corporation and Wilmington Trust Company, as trustee, recorded with the Interstate Commerce Commission ("ICC") on July 1, 1994 under Recordation No. 18870. The enclosed secondary document is to be recorded pursuant to Section 11303, Title 49, of the United States Code, as well.

The enclosed secondary document is: Equipment Trust Agreement Supplement No. 1 (Conrail 1994, Series A), dated as of July 15, 1994 between Consolidated Rail Corporation and Wilmington Trust Company, as Trustee.

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

Equipment Trust Agreement Supplement No. 1

Owner:

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

Trustee:

Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, DE 19890

*counterparts
Encl. Mr. Strickland*

The description of the equipment covered by the aforesaid Equipment Trust Agreement is as follows:

Ten (10) General Electric Company diesel electric Model Dash 8-40CW locomotives bearing road numbers 6256 through 6265, both inclusive, each marked on the sides in letters not less than one inch in height with the words "Ownership Subject to Documents Filed with the Interstate Commerce Commission."

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
Associate General Counsel
Consolidated Rail Corporation
2001 Market Street, 16A
Two Commerce Square
P.O. Box 41416
Philadelphia, PA 19101-1416

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

Equipment Trust Agreement Supplement No. 1 (Conrail 1994, Series A), dated as of July 15, 1994, between Consolidated Rail Corporation, as owner, 2001 Market Street, P.O. Box 41425, Philadelphia, Pennsylvania 19101-1425, and Wilmington Trust Company, as trustee, Rodney Square North, 1100 North Market Street, Wilmington, Delaware 19890, securing owner's obligations relating to ten (10) General Electric Company diesel electric Model Dash 8-40CW locomotives bearing road numbers 6256 through 6265, both inclusive, related to the Equipment Trust Agreement dated June 30, 1994 between Conrail and Wilmington Trust Company, filed with the ICC on July 1, 1994 under Recordation No. 18870, securing owner's obligations relating to twenty-six (26) General Electric Company diesel electric Model Dash 8-40CW locomotives bearing road numbers 6230 through 6255, both inclusive.

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

Very truly yours,



Cheryl A. Cook
Associate General Counsel
215 209 5042
215 209 4819 (FAX)

Enclosure

purcloco.cac

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

JULY 15, 1994

CHERYL A. COOK
CONRAIL CONSOLIDATED RAIL CORP
2001 MARKET STREET
P O BOX 41416
PHILADELPHIA PA 19101-1416

Dear MS. COOK:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/15/94 at 10:10Am, and assigned recordation number(s). 18870-A and 18850-B.

Sincerely yours,

Sidney L. Strickland, Jr.
Secretary

Enclosure(s)

\$ 36.00 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 stamped 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

Saledia M. Stokes

RECORDATION NO. 18870-A FILED 1425

JUL 15 1994 - 10 10 AM

INTERSTATE COMMERCE COMMISSION

EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 1

Dated July 15, 1994

Between

WILMINGTON TRUST COMPANY,
as Trustee,

and

CONSOLIDATED RAIL CORPORATION

Ten (10) General Electric Dash 8-40CW Diesel Electric Locomotives

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CERTAIN OF THE RIGHT, TITLE AND INTEREST IN AND TO THIS EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 1 TO THE EQUIPMENT TRUST AGREEMENT, DATED AS OF JUNE 30, 1994, BETWEEN WILMINGTON TRUST COMPANY, AS TRUSTEE, AND CONSOLIDATED RAIL CORPORATION HAS BEEN ASSIGNED TO AND IS SUBJECT TO A SECURITY INTEREST IN FAVOR OF WILMINGTON TRUST COMPANY, AS TRUSTEE UNDER THE EQUIPMENT TRUST AGREEMENT, AS NOW OR HEREAFTER SUPPLEMENTED, FOR THE BENEFIT OF THE HOLDER OF THE CERTIFICATES REFERRED TO IN SUCH EQUIPMENT TRUST AGREEMENT. THIS EQUIPMENT TRUST SUPPLEMENT NO. 1 HAS BEEN EXECUTED IN SEVERAL COUNTERPARTS. TO THE EXTENT, IF ANY, THAT THIS EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 1 CONSTITUTES CHATTEL PAPER (AS SUCH TERM IS DEFINED IN THE UNIFORM COMMERCIAL CODE AS IN EFFECT IN ANY APPLICABLE JURISDICTION), NO SECURITY INTEREST IN THIS EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 1 MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL COUNTERPART THAT CONTAINS THE RECEIPT THEREFOR EXECUTED BY WILMINGTON TRUST COMPANY AS TRUSTEE, ON OR IMMEDIATELY FOLLOWING THE SIGNATURE PAGE THEREOF. ONLY THE ORIGINAL COUNTERPART CONTAINS THE RECEIPT THEREFOR EXECUTED BY WILMINGTON TRUST COMPANY, AS TRUSTEE, ON THE SIGNATURE PAGES THEREOF.

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FILED WITH THE INTERSTATE COMMERCE COMMISSION PURSUANT TO
49 U.S.C. §11303 ON JULY __, 1994 at __: __ .M., RECORDATION NO. ICC - 18870-__

THIS EQUIPMENT TRUST AGREEMENT SUPPLEMENT NO. 1 (this "Supplement"), dated July 15, 1994 between WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Trustee ("Trustee") under that certain Equipment Trust Agreement, dated as of June 30, 1994 (the "Trust Agreement") with CONSOLIDATED RAIL CORPORATION (the "Company"), a Pennsylvania corporation.

WITNESSETH:

WHEREAS, the Company and the Trustee have heretofore entered into the Trust Agreement, dated as of June 30, 1994 (capitalized terms used herein having the respective meanings set forth in the Trust Agreement, unless otherwise defined herein);

WHEREAS, the Company shall cause to be delivered to the Trustee a Bill of Sale dated the closing date by which the Equipment is conveyed, assigned, set over, sold and delivered to the Trustee (the "Closing Date"), the Trustee shall purchase and accept the Equipment to be conveyed on the Closing Date, and said Bill of Sale shall have been delivered by the Company and accepted by the trustee on the Closing Date, which is the date first above written; and

WHEREAS, in order to subject the Equipment delivered on this date to the terms of the Trust Agreement, the parties are entering into this Equipment Trust Agreement Supplement No. 1.

NOW, THEREFORE, in consideration of the premises and for good and sufficient consideration, the Company and the Trustee hereby agree as follows:

1. The Trustee hereby accepts the Equipment listed on Schedule 1 hereto, and the Company hereby accepts the lease of the Equipment from the Trustee as provided in the Trust Agreement.

2. The date of delivery and acceptance of such Equipment is the date of this Supplement set forth in the opening paragraph hereof.

3. The aggregate cost of the items of Equipment covered hereby is \$16,121,120 and the amounts comprising such cost and the cost of each unit of Equipment leased hereby are set forth on Schedule 1 hereto.

4. The Company confirms its agreement, in accordance with the terms of the Trust Agreement as hereby supplemented, to pay to the Trustee for each unit of Equipment leased hereunder all rental payments as provided for therein.

5. As security for the prompt payment by the Trustee of all amounts now or hereafter due and payable to the Holder from the Trustee under the Trust Agreement, and for the performance by the Trustee of its obligations hereunder and thereunder, the Trustee hereby confirms that it has created a security interest in, to and for the benefit of the Holder from time to time of all the Certificates outstanding without priority of any one such certificate over any other, and upon the trusts and subject to the covenants and conditions set forth in the Trust Agreement, in the trust estate, which now specifically includes (i) the Equipment listed on Schedule 1 hereto and (ii) this Supplement.

6. All of the provisions of the Trust Agreement are hereby incorporated by reference in this Supplement to the same extent as if fully set forth herein.

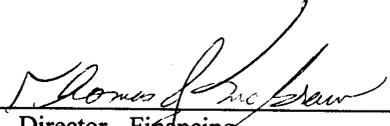
7. This Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplement to be duly executed on the date and year set forth in the opening paragraph hereof.

Trustee
WILMINGTON TRUST COMPANY
as Trustee

By: 
Title: CAROLYN C. DANIELS
Assistant Vice President

Company
CONSOLIDATED RAIL CORPORATION

By: 
Director - Financing

Receipt of this original counterpart of the foregoing Supplement is hereby acknowledged on this 6 day of July, 1994.

WILMINGTON TRUST COMPANY
as Trustee

By: 
Title: CAROLYN C. DANIELS
Assistant Vice President

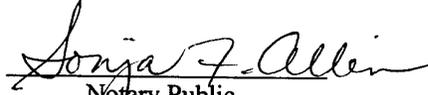
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SCHEDULE I

<u>Number of Units</u>	<u>Description</u>	<u>Builder</u>	<u>Total Estimated Cost</u>
10	4,000 H.P. Dash 8-40CW Diesel Electric Locomotives, Numbered 6256 through 6265 inclusive	General Electric Company	\$16,121,20

STATE OF DELAWARE)
) ss:
COUNTY OF NEW CASTLE)

On this 5 day of July, 1994 before me personally appeared, ~~Carolyn C. Daniels~~ ^{AYP} to me personally known, who being by me duly sworn, says that (s)he is the ~~of WILMINGTON~~ TRUST COMPANY, that said instrument was signed on July 5, 1994 on behalf of said 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 said corporation.


Notary Public

SONJA F. ALLEN
NOTARY PUBLIC
My Commission expires May 30, 1996

[Notarial Seal]

My commission expires _____

