

The CIT Group/
Capital Equipment Financing, Inc.
1211 Avenue of the Americas
New York, NY 10036

0100571073



FEDERAL EXPRESS

March 22, 1995

Mrs. Mildred Lee
Interstate Commerce Commission
12th and Constitution Avenue, NW, RM. 2303
Washington, D.C. 20423

Re: Renewal of Lease of Railroad Equipment dated as of
June 1, 1970 by and between The CIT Group/Equipment
Finance Inc. as Lessor, and Consolidated Rail Corporation
as Lessee

Dear Mrs. Lee:

Enclosed please find two original renewals of the above lease. The second renewal was recorded on 7/19/90 at 11:40 a.m. and assigned recordation No. 5760-F.

Please return one of the stamped recorded renewals to the address noted above. Should you require any additional information, please call me at (212) 536-9463.

I am enclosing \$21.00 to cover the recording fee.

Very truly yours,

Heidi Liss

Heidi Liss
Credit Coordinator

HL/gg

Enclosure

5760-G

MAR 24 1995 2 27 PM

RECEIVED
OFFICE OF THE
LICENSING BRANCH
MAR 24 2 27 PM '95



Interstate Commerce Commission
Washington, D.C. 20423-0001

3/24/95

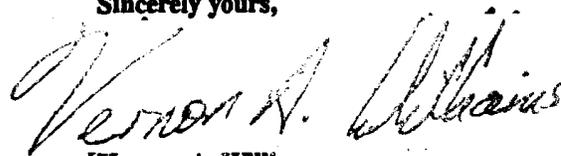
Office Of The Secretary

Heidi Liss
The CIT Group/
Capital Equipment Financing, Inc.
1211 Avenue of the Americas
New York, New York 10038

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 3/24/95 at 2:30PM , and assigned recordation number(s). 5760-G.

Sincerely yours,

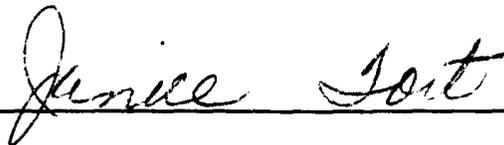

Vernon A. Williams
Secretary

Enclosure(s)

(0100571073) .

\$ 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



THIRD EXTENDED TERM OF LEASE OF RAILROAD EQUIPMENT

March 1, 1995

Mr. Thomas J. McGraw
Manager-Financing
Consolidated Rail Corporation
2001 Market Street, Room 25A
Philadelphia, Pennsylvania 19101-1425

5760-G
MAY 2 1995 10 22 PM

Dear Mr. McGraw:

Pursuant to the provisions of Section 12 of that certain Lease of Railroad Equipment dated as of June 1~~1~~, 1970, (the Lease), by and between The CIT Group/Equipment Financing, Inc, as Lessor, and Penn Central Company as Lessee, Consolidated Rail Corporation, as successor to Penn Central Company, by letter dated January 18, 1995, exercised its option contained in said Section 12 to extend the term of the Lease for a period of five years commencing August 2, 1995 with respect to the Units of railroad equipment described on the attached Exhibit A hereto. The rental during this third extended term shall be payable in semiannual payments, each in an amount equal to 1.510% of the Purchase Price of such Units, on February 2 and August 2 in each year of this third extended term, commencing on February 2, 1996. All other provisions of the Lease shall remain in full force and effect during the third extended term. All capitalized terms used herein shall have the meaning assigned to them in the Lease.

The CIT Group/Equipment Financing, Inc.

By C.I.T. Leasing Corporation, as Agent,

ATTEST:

Ira Fuhelso
Assistant Secretary
(Corporate Seal)

By: Catherine Engel, VP

Consolidated Rail Corporation hereby agrees to the provisions of the third extended term, as set forth above.

Consolidated Rail Corporation, Lessee

ATTEST:

[Signature]
Assistant Secretary
(Corporate Seal)

By: [Signature]
Date: March 17, 1995

STATE OF)
)ss:
COUNTY OF)

On this 17th day of MARCH, 1994⁵, before me personally appeared Thomas McGraw, to me personally known who, being by me duly sworn, says that he is DIRECTOR - FINANCING, of Consolidated Rail Corporation, that one of the seals affixed to the foregoing instrument in the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said 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 said corporation.

(Notarial Seal)

Suzanne J. Rossomando
Notary Public

My commission expires on May 29, 1995

STATE OF NY)
)ss:
COUNTY OF NY)

NOTARIAL SEAL
SUZANNE J. ROSSOMANDO, Notary Public
City of Philadelphia, Phila. County
My Commission Expires May 29, 1995

On this 9th day of MARCH, 1994⁵, before me personally appeared CATHERINE Stiglich, to me personally known who, being by me duly sworn, says that she is the VICE - PRESIDENT, of C.I.T. Leasing Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of this corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument as the free act and deed of said corporation.

(Notarial Seal)

Rose Mary Dirnhaupt
Notary Public

My Commission expires on March 29, 1997

ROSE MARY DIRNHAUPT
Notary Public, State of New York
No. 31-5010315
Qualified in New York County
Commission Expires March 29, 1997

EXHIBIT A

Definitive listing of 97 100-ton covered hopper cars and 48 100-ton coil steel flat cars under Lease of Railroad Equipment dated as of June 1, 1970 as extended.

Hopper Cars

78650-78683 inclusive
78685-78692 inclusive
78694-78728 inclusive
78730-78749 inclusive

Flat Cars

99150-99166 inclusive
99168-99174 inclusive
99176-99199 inclusive