



**MEMORANDUM OF TRUST INDENTURE AND SECURITY AGREEMENT  
(CONRAIL 1995A-X)**

Memorandum of Trust Indenture and Security Agreement made and entered into as of June 27, 1995, among Wilmington Trust Company, as indenture trustee ("*Indenture Trustee*"), Blue Locomotive Lease Co., Ltd., a Cayman Islands corporation ("*Lessor*") and Consolidated Rail Corporation, a Pennsylvania corporation ("*Lessee*")

**WITNESSETH**

The undersigned have entered into that certain Trust Indenture and Security Agreement (Conrail 1995A-X) (the "*Trust Indenture*"), dated as of June 27, 1995, by which the Lessor has granted a security interest in certain locomotives bearing road numbers as listed on Exhibit A attached hereto to the Indenture Trustee in order to secure the Lessor's performance of its obligations as described in the Trust Indenture.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY

By \_\_\_\_\_  
Name:  
Title:

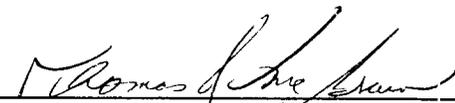
Executed on this \_\_\_\_ day of June, 1995.

BLUE LOCOMOTIVE LEASE CO., LTD.

By  \_\_\_\_\_  
Name: F. Jan Blaustein  
Title: President

Executed on this 22 day of June, 1995.

CONSOLIDATED RAIL CORPORATION

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

Executed on this \_\_\_\_ day of June, 1995.

STATE OF Delaware )  
 ) SS.:  
COUNTY OF New Castle )

On this, the 22<sup>nd</sup> day of June, 1995 before me, a Notary Public in and for said County and State, personally appeared Donald G. Mackelcan, who being by me duly sworn, says that (s)he is the Senior Financial Services of WILMINGTON TRUST COMPANY, that said instrument was signed on June 22, 1995, on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

  
Name: KATHLEEN A. PEDELINI  
Notary Public NOTARY PUBLIC  
My Commission Expires: My Commission expires October 31, 1998

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_\_ day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President, of BLUE LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on June \_\_, 1995, on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:

STATE OF \_\_\_\_\_ )  
 ) SS.:  
COUNTY OF \_\_\_\_\_ )

On this, the \_\_\_\_ day of June, 1995 before me, a Notary Public in and for said County and State, personally appeared \_\_\_\_\_, who being by me duly sworn, says that (s)he is the \_\_\_\_\_ of WILMINGTON TRUST COMPANY, that said instrument was signed on June \_\_, 1995, on behalf of said association by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

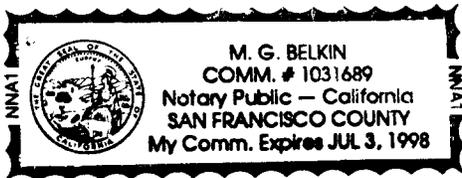
IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

\_\_\_\_\_  
Name:  
Notary Public  
My Commission Expires:

STATE OF California )  
 ) SS.:  
COUNTY OF San Francisco )

On this, the 22 day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared F. Jan Blaustein, who being by me duly sworn, says that she is the President, of BLUE LOCOMOTIVE LEASE CO., LTD., that said instrument was signed on June 22, 1995, on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



M.G. Belkin  
Name: M. G. Belkin  
Notary Public  
My Commission Expires: 7/3/98

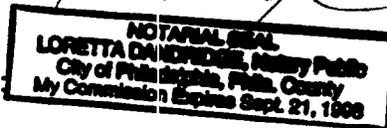
STATE OF PENNSYLVANIA )  
 )  
COUNTY OF PHILADELPHIA ) SS.:

On this, the 23 day of June, 1995, before me, a Notary Public in and for said County and State, personally appeared Thomas J. McGraw, who being by me duly sworn, says that he is the Director-Financing of CONSOLIDATED RAIL CORPORATION, that said instrument was signed on June 23, 1995, 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.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name:  
Notary Public  
My Commission Expires:



**EXHIBIT A**

**UNITS**

<b>EQUIPMENT</b>	<b>QUANTITY</b>	<b>ROAD NUMBERS</b>
<b>General Motors Corporation (Electro-Motive Division) Model SD60I Diesel Electric Locomotives</b>	<b>Twenty-five (25)</b>	<b>5589 through 5613, inclusive</b>