

0100844016

BALL, JANIK & NOVACK
ATTORNEYS AT LAW

1101 PENNSYLVANIA AVE. N.W., SUITE 1035
WASHINGTON, D. C. 20004
TELEPHONE (202) 638-3307
TELECOPY (202) 783-6947

101 S.W. MAIN ST. SUITE 1100
PORTLAND, OREGON 97204 3274
TELEPHONE (503) 228-2525
TELECOPY (503) 295-1058

November 7, 1995

Louis E. Gitomer
Direct Dial: (202)466-6532

RECORDATION NO. 19688-E
FILED 1425

NOV 7 1995 10 02 AM

INTERSTATE COMMERCE COMMISSION

Honorable Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. §11303.

The document is an **Acceptance Certificate**, a secondary document, dated November 3, 1995. The primary document to which this is connected is recorded under Recordation No. 19688. We request that this document be recorded under Recordation No. 19688-E.

The name and address of the party to the Acceptance Certificate is:

Lessee:

Consolidated Rail Corporation
2001 Market Place
Philadelphia, PA 19101

A description of the equipment covered by the document consists of 21 2,250 horsepower B23-7 diesel electric locomotives numbered CR 1970, 1973, 1974, 1976, 1977, 1980, 1981, 1984, 1985, 1987, 1988, 1992, 1994, 1995, 1996, 1997, 1999, 2001, 2005, 2006, and 2007.

A fee of \$21.00 is enclosed. Please return the original of the Acceptance Certificate to:

Louis E. Gitomer
Of Counsel
Ball, Janik & Novack
Suite 1035
1101 Pennsylvania Avenue, N.W.
Washington, DC 20004

Country Parts - J. P. Williams

RECORDED
NOV 7 1995



Interstate Commerce Commission

Washington, D.C. 20423-0001

11/7/95

Office Of The Secretary

Louis E. Gitomer
Ball, Janik & Novack
1101 Pennsylvania Ave., NW., Ste. 1035
Washington, DC., 20004

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 11/7/95 at 10:35AM, and assigned recordation number(s). 19688-E.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100844010)

\$ 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

19688-E
FILED 1495

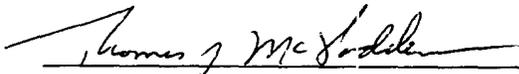
NOV 7 1995 10:05 AM

ST. LOUIS, MISSOURI
FEDERAL BUREAU OF INVESTIGATION

ACCEPTANCE CERTIFICATE

I, the duly authorized representative of the Consolidated Rail Corporation ("Lessee") under the Equipment Lease Agreement, dated November 3, 1995 (the "Lease"), do certify that I accepted delivery thereunder of the following units described on Exhibits A-1 and A-2 attached hereto.

I do further certify that the foregoing Units are in good order and conditions and conform to the specifications, requirements and standards applicable therefore as provided in the Lease.



Authorized Representative of Lessee

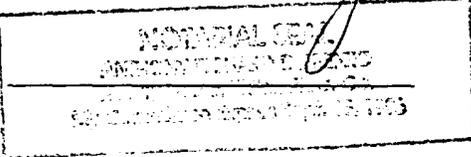
STATE OF Pennsylvania
COUNTY OF Philadelphia

On this 3rd day of November 1995, before me personally appeared Tom McFadden, to me personally known, who, being by me duly sworn, did say that he/she is the Asst. Treas. - Investor Relations of Consolidated Rail Corporation, that said instrument was signed on such date 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.

(seal)
Carl R. Richa Dilenge

Signature of Notary

My Commission Expires:



STATE OF _____
COUNTY OF _____

On this _____ day of _____ 1995, before me personally appeared _____, to me personally known, who, being by me duly sworn, did say that he/she is the _____ of Consolidated Rail Corporation, that said instrument was signed on such date 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.

(seal)

Signature of Notary

My Commission Expires: _____

EXHIBIT A-1

TYPE OF LOCOMOTIVE: GE B23-7 Diesel Electric Locomotive

PLACE ACCEPTED: Oak Island, NJ

ACCEPTANCE DATE: November 4th, 1995

NUMBER OF UNITS: 20

MARKED: Conrail

ROAD NUMBER(S): CR1970
CR1973
CR1974
CR1976
CR1977
CR1980
CR1981
CR1984
CR1985
CR1987
CR1988
CR1992
CR1994 thru CR1997
CR1999
CR2005 thru CR2007

EXHIBIT A-2

TYPE OF LOCOMOTIVE: GE B23-7 Diesel Electric Locomotive

PLACE ACCEPTED: Altoona, PA

ACCEPTANCE DATE: November 4th, 1995

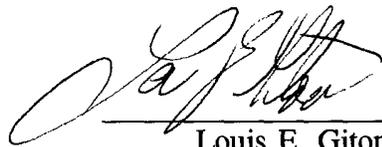
NUMBER OF UNITS: 1

MARKED: Conrail

ROAD NUMBER(S): 2001

CERTIFICATION

I, LOUIS E. GITOMER, have compared this copy to the original Acceptance Certificate dated November 3, 1995, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.



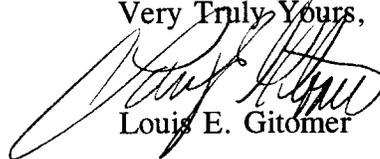
Louis E. Gitomer
November 7, 1995

BALL, JANIK & NOVACK

Honorable Vernon A. Williams
November 7, 1995
Page 2

A short summary of the document to appear in the index follows: an Acceptance Certificate by Consolidated Rail Corporation, 2001 Market Place, Philadelphia, PA 19101 covering 21 2,250 horsepower B23-7 diesel electric locomotives numbered CR 1970, 1973, 1974, 1976, 1977, 1980, 1981, 1984, 1985, 1987, 1988, 1992, 1994, 1995, 1996, 1997, 1999, 2001, 2005, 2006, and 2007.

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name. The signature is fluid and cursive, with a large loop at the end.

Louis E. Gitomer

Enclosures