

19882-B

20

April 30, 1996

VIA HAND DELIVERY

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Lease of Locomotives from General Motors Corporation-Electro-Motive Division to Consolidated Rail Corporation

Dear Mr. Williams:

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 Lease Agreement, dated October 30, 1995 ("Lease"), between Consolidated Rail Corporation (Conrail) and General Motors Corporation-Electro-Motive Division (EMD), which was duly filed pursuant to 49 U.S.C. Section 11301 on January 16, 1996 at 9:15 a.m., Recordation No. 19882.

The enclosed secondary document is:

Termination of Lease, dated as of April 30, 1996, between Consolidated Rail Corporation and EMD. The names and addresses of the parties to the documents are as follows:

Lease Agreement Termination

Lessee:

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

Secured Party:

General Motors Corporation-Electro-Motive Division
9301 W. 55th Street
LaGrange, IL 60525

Publ.
Countersignatures

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

Twenty-eight (28) General Motors EMD SD80MAC diesel electric locomotives bearing road numbers 4100 through 4127, both inclusive.

A fee of twenty-one dollars (\$21.00) is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

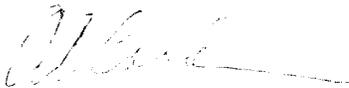
Cheryl A. Cook, Esquire
Consolidated Rail Corporation
2001 Market Street
Philadelphia, PA 19101-1416

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

Termination of Lease: Termination of Lease, dated as of April 30, 1996, between General Motors Corporation-Electro-Motive Division, as secured party, and Consolidated Rail Corporation, 2001 Market Street, P.O. Box 41425, Philadelphia, Pennsylvania 19101-1425, covering twenty-eight (28) General Motors EMD SD80MAC diesel electric locomotives bearing road numbers 4100 through 4127, both inclusive, related to the Lease Agreement, dated as of October 30, 1995 between General Motors EMD and Conrail, Recordation No. 19882, covering twenty-eight (28) General Motors EMD SD80MAC diesel electric locomotives bearing road numbers 4100 through 4127, both inclusive.

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

Very truly yours,



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

gmltr.cac

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

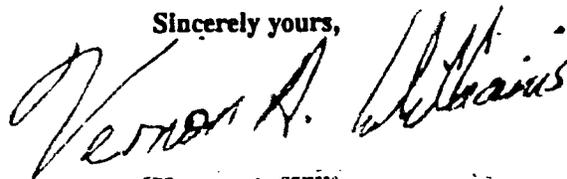
4/30/96

Cheryl Anne Cook
General Counsel
ConRail
Consolidated Rail Corporation
2001 Market Street
Philadelphia, PA., 19101-1416

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/30/96 at 9:20AM, and assigned recordation number(s). 19882-B.

Sincerely yours,

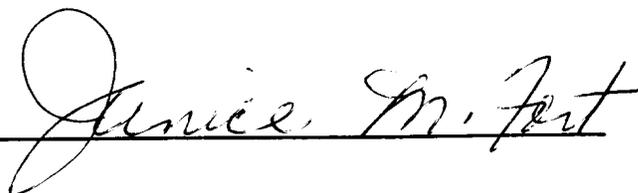


Vernon A. Williams
Secretary

Enclosure(s)

\$ 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





19882-B

**LEASE AGREEMENT TERMINATION
(FINAL)**

This terminates the Lease Agreement, dated October 30, 1995, ("Lease") between Consolidated Rail Corporation, ("Railroad") a Pennsylvania corporation, and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation .

WHEREAS, Railroad and EMD executed the Lease which relates to the equipment described in Exhibit A hereto ("Locomotives");

WHEREAS, the Lease was duly filed for recordation with the Surface Transportation Board ("STB") pursuant to 49 U.S.C. Section 11303, on January 16, 1996, at 9:15 a.m. Recordation No. 19882.

WHEREAS, the parties hereto desire to terminate and cancel the Lease and to record this termination and cancellation;

Now, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree as follows:

1. Pursuant to Section 22 of the Lease and subject to the provisions of Section 21 of the Lease, Railroad and EMD hereby terminate and cancel the Lease, effective April 30, 1996.
2. The parties agree to record this Agreement with the STB so as to release the lien against the Locomotives constituted by the Lease.
3. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

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

CONSOLIDATED RAIL CORPORATION

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

By: 

Title: Director - Finance

By: 

Title: Director of Treasury & Finance

State of Illinois

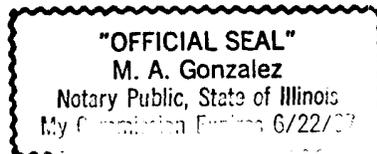
County of Will - §

On this 26th day of April, 1996, before me personally appeared

Keith A. Mc Canless to me personally known, who, being by me duly sworn, did say that he is an Assistant Secretary of Electro-Motive Division, General Motors Corporation, that the 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.

M. A. Gonzalez
Notary Public

My commission expires:



State of Pennsylvania
County of Philadelphia §

On this 27th day of April, 1996, before me personally appeared Thomas J. Mcgraw, to me personally known, who, being by me duly sworn, did say that he is a Director Finance of the Consolidated Rail Corp., that the 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.

Geraldine J. Hill
Notary Public

