

20036-13

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OF COUNSEL
URBAN A. LESTER

JUN 27 11 51 AM '96
SURFACE TRANSPORTATION BOARD

June 24, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are three (3) copies of Amendment No. 1, dated as of July 1, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Equipment Trust Agreement, previously filed with the Board under Recordation Number 20036.

The names and addresses of the parties to the enclosed document are:

Trustee: Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Owner: Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

There is no additional equipment involved with the enclosed Amendment.

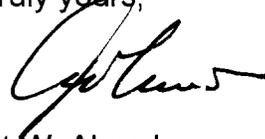
Open to file - Queth.

Mr. Vernon A. Williams
June 24, 1996
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

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

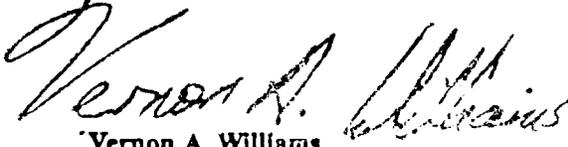
6/27/96

Robert W. Alvord
Alvord And Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

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 6/27/96 at 11:55AM, and assigned recordation number(s). 20036-B.

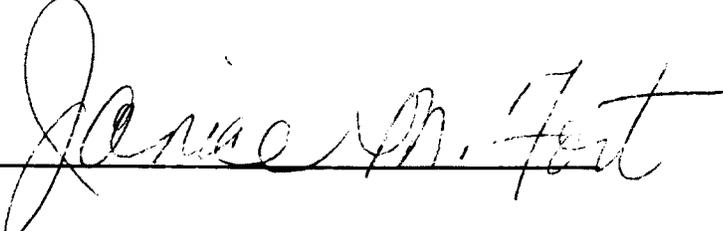
Sincerely yours,


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



200-36-B

AMENDMENT NO. 1
Dated as of July 1, 1996

TO

EQUIPMENT TRUST AGREEMENT
Dated as of April 30, 1996

Between

WILMINGTON TRUST COMPANY
not in its individual capacity but solely as trustee,

and

CONSOLIDATED RAIL CORPORATION

20 General Motors - EMD SD60I Diesel Electric Locomotives

1996 CONRAIL EQUIPMENT TRUST SERIES A

FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO
49 U.S.C. §11301 ON JUNE __, 1996 at __:__.M.,
RECORDATION NUMBER _____ .

THIS AMENDMENT NO. 1 to the Equipment Trust Agreement dated as of April 30, 1996 (the "Trust Agreement") between CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation ("Conrail") and WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Equipment Trust Trustee ("Trustee"), as supplemented by the ETA SUPPLEMENT NO. 1, dated as of April 30, 1996 between Conrail and the Trustee ("ETA Supplement No. 1).

W I T N E S S E T H :

WHEREAS, Conrail and the Trustee have heretofore entered into a Trust Agreement and ETA Supplement No. 1 thereto, which were filed with the Surface Transportation Board on April 30, 1996; and

WHEREAS, the parties desire to amend the terms of the Trust Agreement so as to provide for the issuance thereunder of Certificates in minimum denominations of \$100 and integral multiples thereof; and

WHEREAS, there being no Certificates currently outstanding, such amendments are permitted pursuant to Section 9.4 of the Trust Agreement.

NOW THEREFORE, intending to be legally bound, the parties hereto agree to the following amendments as specifically set forth below:

1. References to "\$1000" (one thousand dollars) in the following paragraphs of the Trust Agreements are hereby amended to read "\$100" (one hundred dollars):

- a) the fourth paragraph of the Form of Trust Certificate;
- b) the second paragraph of Section 2.2;
- c) the first and third paragraphs of Section 3.2; and
- d) subsection (2) of Section 3.4.

2. In all other respects, the Trust Agreement remains unchanged and in full force and effect.

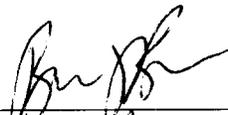
3. This Amendment No. 1 may be executed in counterparts, each of which when so executed and delivered shall be an original, but all such counterparts when delivered shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties to the referenced agreements have caused this Amendment No. 1 to be duly executed as of 26 th day of June, 1996.

CONSOLIDATED RAIL CORPORATION

By: 
Director - Financing

WILMINGTON TRUST COMPANY,
not in its individual capacity
but solely as Equipment Trust Trustee

By: 
Title: Vice President

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STATE OF DELAWARE

COUNTY OF

New Castle

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ss:

On this *25* day of June, 1996 before me personally appeared, Bruce Bisson, to me personally known, who being by me duly sworn, says that he is the Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on June , 1996 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.

Cheryl Ann MacNeill

Notary Public

CHERYL ANN MACNEILL

NOTARY PUBLIC

My commission expires November 2, 1997

[Notarial Seal]

My commission expires _____