

CONRAIL

3-057A002

RECORDATION NO. 18095-B FILED 1425

FEB 26 1993 10-25 AM

INTERSTATE COMMERCE COMMISSION

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INTERSTATE COMMERCE COMMISSION

February 26, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Twelfth Street & Constitution Avenue, N.W.
Washington, D.C. 20423

Re: Lease of Locomotives from General Motors Corporation to Consolidated Rail Corporation

Dear Mr. Strickland:

Enclosed are an original and one originally executed counterpart of the secondary documents described below. The secondary documents described below are related to the primary document Lease Agreement, dated December 23, 1992 ("Lease"), between Consolidated Rail Corporation and General Motors Corporation, which was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on January 13, 1993 at 9:50 a.m., Recordation No. 18095. All of the enclosed documents are to be recorded pursuant to Section 11303, Title 49, of the United States Code.

The enclosed secondary documents are:

(1) Amendment to Lease Agreement, dated February 23, 1993, between General Motors Corporation and Consolidated Rail Corporation.

(2) Lease Agreement Termination (Partial), dated as of February 26, 1993, between Consolidated Rail Corporation and General Motors Corporation.

Handwritten signature: Mark J. Ben...

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The names and addresses of the parties to the documents are as follows:

Amendment to Lease Agreement

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

Secured Party:
General Motors Corporation
Administrative Building
9301 West 55th Street
La Grange, IL 60525

Lease Agreement Termination (Partial)

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

Secured Party:
General Motors Corporation
Administrative Building
9301 West 55th Street
La Grange, IL 60525

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

Forty-five (45) General Motors Corporation
Model SD60M diesel electric locomotives
bearing road numbers 5500 through 5544, both
inclusive.

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

Twenty-nine (29) General Motors Corporation
Model SD60M diesel electric locomotives
bearing road numbers 5500 through 5507, both
inclusive, and 5509 through 5529, both
inclusive.

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A fee of Thirty-two dollars (\$32.00) is enclosed.
Please return the original and any extra copies not needed by the
Commission for recordation to:

Cheryl A. Cook
Consolidated Rail Corporation
2001 Market Street
P.O. Box 41416
Philadelphia, Pennsylvania 19101-1416

A short summary of each of the documents to appear in
the index follows:

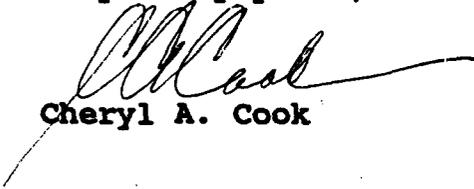
- 1) Amendment to Lease Agreement:
Amendment to Lease Agreement,
dated as of February 23, 1993,
between General Motors Corporation,
as secured party, Administrative
Building, 9301 West 55th Street, La
Grange, IL 60525 and Consolidated
Rail Corporation, as lessee, 2001
Market Street, P.O. Box 41425,
Philadelphia, Pennsylvania 19101-
1425, covering forty-five (45)
General Motors Corporation Model
SD60M diesel electric locomotives
bearing road numbers 5500 through
5544, both inclusive.

- 2) Lease Agreement Termination
(Partial): Lease Agreement
Termination, dated as of February
26, 1993, between General Motors
Corporation, as secured party,
Administrative Building, 9301 West
55th Street, La Grange, IL 60525
and Consolidated Rail Corporation,
as lessee, 2001 Market Street, P.O.
Box 41425, Philadelphia,
Pennsylvania 19101-1425, covering
twenty-nine (29) General Motors
Corporation Model SD60M diesel
electric locomotives bearing road
numbers 5500 through 5507, both
inclusive, and 5009 through 5529,
both inclusive.

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

Very truly yours,



Cheryl A. Cook

CAC/wm
Enclosures

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INTERSTATE COMMERCE COMMISSION

**LEASE AGREEMENT TERMINATION
(PARTIAL)**

This document amends the Lease Agreement, dated December 23, 1992, ("Lease") between Consolidated Rail Corporation, ("Railroad"), a Pennsylvania corporation and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation only with respect to the locomotives 5500-5507 inclusive and 5509-5529 inclusive, (hereinafter referred to as "Terminated Equipment"). The Lease and the hereinafter described recordation with the Interstate Commerce Commission ("ICC") with respect to all locomotives, other than the Terminated Equipment (the "Remaining Locomotives"), continues in full force and effect.

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on January 13, 1993 at 9:50am. Recordation No. 18095.

WHEREAS, the parties hereto desire to terminate and cancel the lease with respect to the Terminated Equipment 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. Railroad and EMD hereby terminate and cancel the Lease, effective February 26, 1993 with respect to the Terminated Equipment.
2. The parties agree to record this Agreement with the ICC so as to release the lien against the Terminated Equipment constituted by the Lease.

3. The parties agree that the Lease and the above mentioned recordation with the ICC shall continue in full force and effect with respect to locomotives 5508 and 5530-5544 inclusive.
4. 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

By: Thomas J. McHedden

Title: Director - Project Financing

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

By: Kaulon

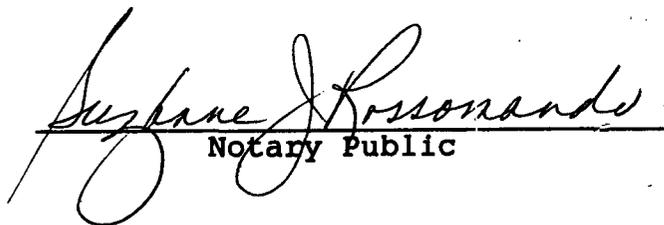
Title: ASSISTANT SECRETARY
Director of Treasury and Finance

State of: PA

County of: Phila

On this 18th day of February, 1993 before me personally appeared Thomas J. McFadden, to me personally known, who, being duly sworn, says that he is Director - Project Financing of Consolidated Rail Corporation, that said instrument was signed on February 18, 1993 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.

Sworn to and subscribed before me
this 18th day of February 1993


Notary Public

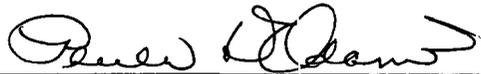
NOTARIAL SEAL
SUZANNE J. ROSSOMANDO, Notary Public
City of Philadelphia, Phila. County
My Commission Expires May 29, 1995

State of: Illinois

County of: Cook

On this 23rd day of February, 1993, before me personally appeared Keith A. McCanless, to me personally known, who, being duly sworn, says that he is Assistant Secretary of Electro-Motive Division of General Motors Corporation, that said instrument was signed on February 23, 1993, 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.

Sworn to and subscribed before me
this 23rd day of February, 1993



Notary Public



