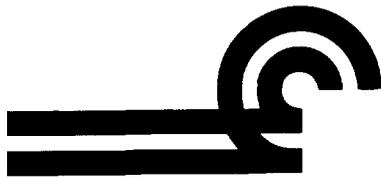


CONRAIL®

3-057A001

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18131
RECORDATION NO. _____ FILED 1425

FEB 26 1993 10-20 AM

INTERSTATE COMMERCE COMMISSION

18131
RECORDATION NO. _____ FILED 1425

FEB 26 1993 10-20 AM

INTERSTATE COMMERCE COMMISSION

February 26, 1993

FEB 26 1993 11 09 AM
RECEIVED

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 Electric Company
to Consolidated Rail Corporation

Dear Mr. Strickland:

Enclosed are an original and one originally executed counterpart of the primary document described below and the secondary document which also is described below. The secondary document described below is related to the primary document described below. All of the enclosed documents are to be recorded pursuant to Section 11303, Title 49, of the United States Code.

The enclosed primary document is:

- (1) Lease of Locomotive Equipment Agreement, dated as of February 19, 1993, between General Electric Company, as owner, and Consolidated Rail Corporation, as user.

The enclosed secondary document is:

- (1) Lease Termination Agreement, dated as of February 26, 1993, between General Electric Company, as owner, and Consolidated Rail Corporation, as user. The primary document to which this Lease Termination is connected is being submitted for recording concurrently herewith.

Handwritten signature: C. [unclear]

Mr. Sidney L. Strickland, Jr.
February 26, 1993
Page 2

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

Lease of Locomotive Equipment Agreement

Owner:
General Electric Company
Transportation Systems Business Operations
2901 East Lake Road
Erie, PA 16531

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

Lease Termination Agreement

Owner:
General Electric Company
Transportation Systems Business Operations
2901 East Lake Road
Erie, PA 16531

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

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

Thirty (30) General Electric Dash 8-40CW diesel electric locomotives bearing road numbers 6150 through 6179, both inclusive.

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

Six (6) General Electric Dash 8-40CW diesel electric locomotives bearing road numbers 6150 through 6155, both inclusive.

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:

Mr. Sidney L. Strickland, Jr.
February 26, 1993
Page 3

Cheryl A. Cook
Consolidated Rail Corporation
2001 Market Street
P.O. Box 41425
Philadelphia, Pennsylvania 19101-1425

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

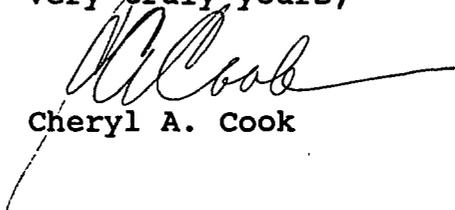
- 1) Lease of Locomotives Agreement: Lease of Locomotives Agreement, dated as of February 19, 1993, between General Electric Company, Transportation Systems Business Operations, as owner, 2901 East Lake Road, Erie, PA 16531 and Consolidated Rail Corporation, as user, 2001 Market Street, P.O. Box 41425, Philadelphia, Pennsylvania 19101-1425, covering thirty (30) General Electric Dash 8-40CW diesel electric locomotives bearing road numbers 6150 through 6179, both inclusive.

- 2) Lease Termination Agreement: Lease Termination Agreement, dated as of February 26, 1993, between General Electric Company, Transportation Systems Business Operations, as owner, 2901 East Lake Road, Erie, PA 16531 and Consolidated Rail Corporation, as user, 2001 Market Street, P.O. Box 41425, Philadelphia, Pennsylvania 19101-1425, covering six (6) General Electric Dash 8-40CW diesel electric locomotives bearing road numbers 6150 through 6155, both inclusive.

Mr. Sidney L. Strickland, Jr.
February 26, 1993
Page 4

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

Very truly yours,



Cheryl A. Cook

CAC/wm
Enclosures

LEASE TERMINATION AGREEMENT
(Partial)

FEB 26 1993 10:20 AM

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, made and entered into this 26th day of February, 1993 by and between GENERAL ELECTRIC COMPANY, A New York Corporation, hereinafter called "OWNER," and CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation, hereinafter called "USER."

WHEREAS, OWNER and USER entered into a Lease of Locomotive Equipment Agreement dated February 19, 1993 covering the lease of 30 DASH 8-40CW Diesel Electric Locomotives (Unit Nos. 6150-6179), hereinafter "the Equipment," which was recorded with the Interstate Commerce Commission on 2/26/93 under recordation number 18131-A hereinafter "the LEASE"; and

WHEREAS, OWNER and USER now wish to terminate the LEASE on the terms and conditions set forth below.

NOW THEREFORE, in consideration of the promises and good and valuable consideration and intending to be legally bound, the parties hereto agree as follows:

1. Upon the transfer of title by OWNER to the assignee of USER on this 26th day of February, 1993 under a purchase agreement covering the Equipment dated January 4, 1993, the LEASE shall be terminated and all rights and obligations of the parties thereunder shall cease for six locomotives only (Unit Nos. 6150-6155).

2. The parties agree to record this Lease Termination Agreement with the Interstate Commerce Commission so as to release the lien against the Equipment consituted by the LEASE.

IN WITNESS WHEREOF, OWNER and USER have caused this Lease Termination Agreement to be duly executed by its authorized representatives as of the day and year first written above.

Sworn To and Subscribed
Before Me This 24th Day
of February

Suzanne Rossonando
Notary Public

GENERAL ELECTRIC COMPANY

BY: Frank A. Artun
TITLE: Dir. Mkt.

Sworn To and Subscribed
Before Me This 24th Day
of February

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

CONSOLIDATED RAIL CORPORATION

BY: Ronald McLaw
TITLE: Director - Engineering