

THIRD EXTENDED TERM OF LEASE OF RAILROAD EQUIPMENT

November 28, 1994

Mr. Thomas J. McGraw
Manager-Financing
Consolidated Rail Corporation
2001 Market Street, Room 25A
Philadelphia, Pennsylvania 19101-1425

RECORDATION NO. 826/FF FILED 1425

JAN 17 1995 - 12 25 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. McGraw:

Pursuant to the provisions of Section 13 of that certain Lease of Railroad Equipment dated as of December 1, 1969, (the Lease), by and between The CIT Group/Equipment Financing, Inc, as Lessor, and Penn Central Company as Lessee, Consolidated Rail Corporation, as successor to Penn Central Company, by letter dated October 12, 1994, exercised its option contained in said Section 13 to extend the term of the Lease for a period of five years commencing June 2, 1995 with respect to the Units of railroad equipment described on the attached Exhibit A hereto. The rental during this third extended term shall be payable in semiannual payments, each in an amount equal to 1.569% of the Purchase Price of such Units, on December 2 and June 2 in each year of this third extended term, commencing on December 2, 1995. All other provisions of the Lease shall remain in full force and effect during the third extended term. All capitalized terms used herein shall have the meaning assigned to them in the Lease.

The CIT Group/Equipment Financing, Inc.

By C.I.T. Leasing Corporation, as Agent,

ATTEST:

Lia Finleban
Assistant Secretary
(Corporate Seal)

By: Catherine Stigebek
Vice President

Consolidated Rail Corporation hereby agrees to the provisions of the third extended term, as set forth above.

Consolidated Rail Corporation, Lessee

ATTEST:

[Signature]
Assistant Secretary
(Corporate Seal)

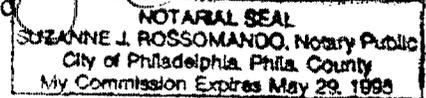
By: Thomas J. McGraw
Date: January 9, 1995

STATE OF)
)ss:
COUNTY OF)

On this 9th day of JANUARY, 1994⁵, before me personally appeared Thomas J. McGraw, to me personally known who, being by me duly sworn, says that he is Director - Financing, of Consolidated Rail Corporation, that one of the seals affixed to the foregoing instrument in the corporate seal of said corporation, that said instrument was signed and sealed 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.

(Notarial Seal)

Suzanne J. Rossomando
Notary Public



My commission expires on _____

STATE OF NY)
)ss:
COUNTY OF NY)

On this 1st day of December, 1994 before me personally appeared Catherine Stiglich, to me personally known who, being by me duly sworn, says that she is the Vice-President, of C.I.T. Leasing Corporation, that one of the seals affixed to the foregoing instrument is the corporate seal of this corporation, that said instrument was signed and sealed on behalf of said corporation, by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument as the free act and deed of said corporation.

(Notarial Seal)

Rose Mary Dinnhaupt
Notary Public

My Commission expires on March 29, 1995

ROSE MARY DINNHAUPT
Notary Public, State of New York
No. 31-5010315
Qualified in New York County
Commission Expires March 29, 1995

EXHIBIT A

**Definitive listing of 148 65-foot 70-ton gondola cars under Lease Agreement
for Railroad Equipment dated as of December 1, 1969 as extended.**

592051 - 592108 inclusive

592110 - 592199 inclusive