

CONRAIL®



RECORDATION NO. 18179-B FILED 1425

APR 29 1993 10-35 AM

INTERSTATE COMMERCE COMMISSION

3-119A0000

April 29, 1993

VIA HAND DELIVERY

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

Re: Purchase of Locomotives  
by Consolidated Rail Corporation

Dear Mr. Strickland:

Enclosed are an original and two originally executed counterparts of the secondary document which is described below. The enclosed document is to be recorded pursuant to Section 11303, Title 49, of the United States Code.

The enclosed secondary document is:

Indenture Supplement (Conrail 1993-1), dated as of April 29, 1993 among Consolidated Rail Corporation and U.S. Trustee Company of California, N.A., as Indenture Trustee. The primary document to which this Indenture Supplement is connected is a Trust Indenture and Security Agreement (Conrail 1993-2), dated as of February 26, 1993, among Consolidated Rail Corporation and U.S. Trust Company of California, N.A., as indenture trustee, filed pursuant to 49 U.S.C. 11303 on March 25, 1993 at 10:30 a.m., Recordation No. 18179.

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

Indenture Supplement

Owner:

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

*Amice Kullma*  
*Consolidated Rail Corporation*

APR 29 1993 10-35 AM  
RECORDED  
FILED

Indenture Trustee:

U.S. Trust Company of California, N.A.  
555 South Flower Street, Suite 2700  
Los Angeles, CA 90071

The description of the equipment covered by the aforesaid Indenture Supplement is as follows:

Nine (9) General Motors Corporation (Electro-Motive Division) Model SD60M diesel electric motives bearing road numbers 5530, 5536 and 5538 through 5544, both inclusive, each marked on the sides in letters not less than one inch in height with the words "Ownership Subject to Documents Filed with the Interstate Commerce Commission."

A fee of Sixteen Dollars (\$16.00) is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

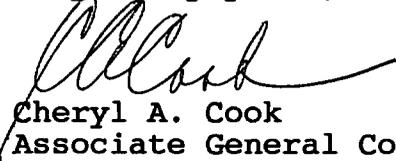
Cheryl A. Cook, Esquire  
Associate General Counsel  
Consolidated Rail Corporation  
2001 Market Street, 16A  
Two Commerce Square  
P.O. Box 41416  
Philadelphia, PA 19101-1416

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

Indenture Supplement: Indenture Supplement No. 2 (Conrail 1993-1), dated as of April 29, 1993, between Consolidated Rail Corporation, as owner, 2001 Market Street, P.O. Box 41425, Philadelphia, Pennsylvania 19101-1425, and U.S. Trust Company of California, N.A., as indenture trustee, 555 South Flower Street, Suite 2700, Los Angeles, California, 90071, securing owner's obligations relating to nine (9) General Motors Corporation diesel electric locomotives bearing road numbers 5530, 5536 and 5538 through 5544, both inclusive.

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

Very truly yours,



Cheryl A. Cook  
Associate General Counsel  
Consolidated Rail Corporation  
2001 Market Street, 16A  
Two Commerce Square  
P.O. Box 41425  
Philadelphia, PA 19101-1425

/dr  
Enclosure

**Interstate Commerce Commission**

Washington, D.C. 20423

4/29/93

OFFICE OF THE SECRETARY

**Cheryl A Cook Esq.**

**Associate General Counsel**

**Consolidated Rail Corp.**

**2001 Market St. 16A**

**Two Commercial Square**

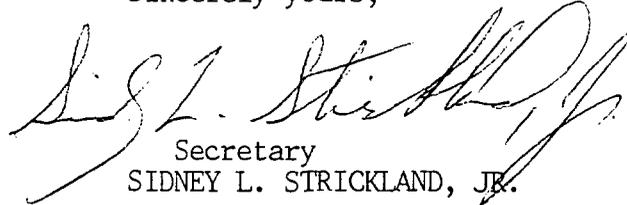
**P.O.Box 41416**

**Philadelphia, PA. 19101-1416**

Dear **Ms. Cook:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on **4/29/93** at **10:35am**, and assigned recordation number(s). **18095-D & 18179-B**

Sincerely yours,



Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

*Handwritten initials*

RECORDATION NO. 18172 B FILED 1425

APR 29 1993 10:05 AM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 2 TO  
TRUST INDENTURE AND SECURITY AGREEMENT  
(CONRAIL 1993-1)

April 29, 1993

between

CONSOLIDATED RAIL CORPORATION

and

U.S. TRUST COMPANY OF CALIFORNIA, N.A.,  
as Indenture Trustee

New Locomotives

Filed with the Interstate Commerce Commission pursuant to 49  
U.S.C. Section 11303 on April \_\_, 1993, at \_\_\_\_\_.m.  
Recordation Number \_\_\_\_\_ and deposited in the Office of the  
Registrar General of Canada pursuant to Section 90 of the  
Railway Act of Canada on April \_\_, 1993, at \_\_\_\_\_.m.

**TRUST INDENTURE SUPPLEMENT  
(CONRAIL 1993-1) NO. 2**

This INDENTURE SUPPLEMENT (CONRAIL 1993-1) No. 2, dated April 29, 1993 (this "Indenture Supplement"), by and among CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation (the "Company"), and U.S. TRUST COMPANY OF CALIFORNIA, N.A., a national banking association, as Indenture Trustee (the "Indenture Trustee").

**WITNESSETH:**

WHEREAS, the Trust Indenture and Security Agreement (Conrail 1993-1), dated as of February 26, 1993 (the "Indenture"), by and among the Company and the Indenture Trustee, provides for the execution and delivery of Indenture Supplements thereto substantially in the form hereof which shall particularly describe the Items of Equipment, and shall specifically mortgage the Items of Equipment to the Indenture Trustee; and

WHEREAS, the Indenture relates to the Items of Equipment described on Schedule 1 attached hereto and made a part hereof, and a counterpart of the Indenture is attached to and made a part of this Indenture Supplement;

NOW, THEREFORE, in order to secure the prompt payment of the principal of, and premium, if any, and interest on all of the Equipment Notes from time to time outstanding under the Indenture and the performance and observance by the Company of all the agreements, covenants and provisions in the Indenture and in the Equipment Notes for the benefit of the holders of the Equipment Notes, subject to the terms and conditions of the Indenture, and in consideration of the premises and of the covenants contained in the Indenture and of the acceptance of the Equipment Notes by the holders thereof, and of the sum of \$1.00 paid to the Company by the Indenture Trustee at or before the delivery hereof, the receipt whereof is hereby acknowledged, the Company, in accordance with the Granting Clause of the Indenture, has sold, assigned, transferred, pledged and confirmed, and does hereby sell, assign, transfer, pledge and confirm, the property comprising the Items of Equipment described in Schedule 1 attached hereto and made a part hereof to the Indenture Trustee, its successors and assigns, in the trust created by the Indenture for the benefit of the holders from time to time of the Equipment Notes.

To have and to hold all and singular the aforesaid property unto the Indenture Trustee, its successors and assigns, in trust for the benefit and security of the

holders from time to time of the Equipment Notes and for the uses and purposes and subject to the terms and provisions set forth in the Indenture.

This Indenture Supplement shall be construed as supplemental to the Indenture and shall form a part of each, and the Indenture is each hereby incorporated by reference herein and each is hereby ratified, approved and confirmed.

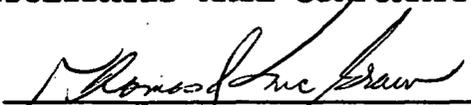
This Indenture Supplement is being delivered in the State of New York.

This Indenture Supplement may be executed by the Company and the Indenture Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

AND FURTHER, the Company hereby acknowledges that the Items of Equipment referred to in Schedule 1 attached hereto and made a part hereof have been delivered to the Company and are included in the property of the Company, subject to the pledge or mortgage thereof under the Indenture.

IN WITNESS WHEREOF, the Company has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the date and year first above written.

CONSOLIDATED RAIL CORPORATION

By:   
Thomas J. McGraw

Title: Director - Financing

Acknowledged:

U.S. TRUST COMPANY OF  
CALIFORNIA, N.A., as  
Indenture Trustee

By: 

Title: Authorized Signatory

COMMONWEALTH OF PENNSYLVANIA:

: SS:

COUNTY OF PHILADELPHIA :

On this 22 day of April, 1993 before me personally appeared, Thomas J. McGraw, to me personally known, who being by me duly sworn, says that he is the Director-Financing of Consolidated Rail Corporation, that said instrument was signed on April 22, 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 before me this  
22 day of April, 1993.

  
Notary Public

NOTARIAL SEAL  
LORETTA DANDRIDGE, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires Aug. 27, 1994



ITEMS OF EQUIPMENT

Nine (9) General Motors Corporation (Electro-Motive Division) Model SD60M Diesel Electric Locomotives bearing the Company's road numbers 5530, 5536, and 5538 through 5544, both inclusive.

The Equipment Cost for each Item of Equipment of General Motors Corporation (Electro-Motive Division) Model SD60M Diesel Electric Locomotives Road Numbers 5536 and 5538 through 5544 is \$1,514,101, and for Road Number 5530 is \$1,422,601. The aggregate Equipment Cost for all the Items of Equipment is \$53,943,500.