

18179
RECORDATION NO. _____ FILED 1425

MAR 25 1993 10:30 AM

INTERSTATE COMMERCE COMMISSION

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

March 25, 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 March __, 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 March __, 1993, at _____ .m.

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

This INDENTURE SUPPLEMENT (CONRAIL 1993-1) No. 1, dated March 25, 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.

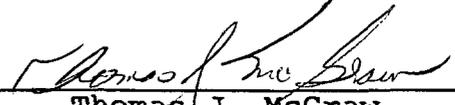
This Indenture Supplement is being delivered in the State of New York.

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

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CONSOLIDATED RAIL CORPORATION

By: _____

Title: _____

Acknowledged:

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

By: 

Title: Authorized Signatory

ITEMS OF EQUIPMENT

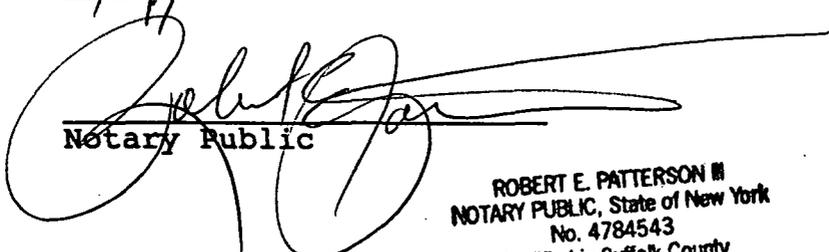
Twenty four (24) General Electric Dash 8-40CW Diesel Electric Locomotives bearing the Company's road numbers 6156 through 6179 inclusive and seven (7) General Motors Corporation (Electro-Motive Division) Model SD60M Diesel Electric Locomotives bearing the Company's road numbers 5508, 5531 through 5535, both inclusive, and 5537.

The Equipment Cost for each Item of Equipment of General Electric Dash 8-40CW Diesel Electric Locomotives is \$1,510,720 and the Equipment Cost for each Item of Equipment of General Motors Corporation (Electro-Motive Division) Model SD60M Diesel Electric Locomotives is \$1,449,212. The aggregate Equipment Cost for all the Items of Equipment is \$46,401,772.

STATE OF New York :
COUNTY OF New York : ss:

On this 19th day of March, 1993 before me personally appeared, Thomas McCutchan, to me personally known, who being by me duly sworn, says that he/she is the Authorized Signatory of U.S. Trust Company of California, N.A., that said instrument was signed on March 9, 1993 on behalf of said national association by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said national association.

Sworn to before me this
19th day of March, 1993.


Notary Public

ROBERT E. PATTERSON III
NOTARY PUBLIC, State of New York
No. 4784543
Qualified in Suffolk County
Commission Expires October 31, 1993

COMMONWEALTH OF PENNSYLVANIA:

: SS:

COUNTY OF PHILADELPHIA :

On this 22 day of March, 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 March 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
22nd day of March, 1993.


Notary Public

