

B15
16911-C

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2973
(202) 393-2266

OF COUNSEL
URBAN A LESTER

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TELEFAX
(202) 393-2156

ELIAS C ALVORD (1942)
ELLSWORTH C ALVORD (1964)

ROBERT W ALVORD*
CHARLES T KAPPLER
JOHN H DOYLE*
JAMES C MARTIN, JR *

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

RECORDATION NO. 16911-C FILED 1225

December 19, 1990

DEC 19 1990 - 11 00 AM

INTERSTATE COMMERCE COMMISSION

0-353A00G

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Strickland,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two (2) fully executed original copies of a Lease Supplement No. 3 dated December 19, 1990, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.1.

The enclosed document relates to the Memorandum of Lease Agreement dated as of June 15, 1990 which was filed on June 27, 1990 under Recordation Number 16911.

The names and addresses of the parties to the enclosed documents are:

- Lessor: Meridian Trust Company
35 North Sixth Street
Reading, Pennsylvania 19601
- Lessee: Consolidated Rail Corporation
1310 Six Penn Center Plaza
Philadelphia, Pennsylvania 19104

A description of the railroad equipment covered by the enclosed document is set forth in the Schedule I thereto.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

DEC 19 1126-AM '90
MOTOR OPERATING UNIT

C. T. Kappler
Christy

Mr. Sidney L. Strickland, Jr.
Interstate Commerce Commission
December 19, 1990
Page Two

Kindly return a stamped copy of the enclosed document to the undersigned.

A short summary of the enclosed document to appear in the Commission's Index is:

Lease Supplement No. 3 dated December 19, 1990
covering 173 railroad freight cars bearing CR
reporting marks and road numbers.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

12/19/90

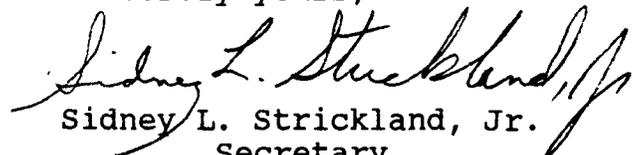
OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th St N.W.
Washington, D.C. 20006

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/19/90 at 11:30am , and assigned recordation number(s). 16911-C

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDATION NO. 16914C FILED 1425

DEC 19 1990 -11 00 AM

INTERSTATE COMMERCE COMMISSION

LEASE SUPPLEMENT NO. 3

Dated December 19, 1990

between

CONSOLIDATED RAIL CORPORATION,

as Lessee

and

MERIDIAN TRUST COMPANY, not
in its individual capacity except
as otherwise expressly
provided herein but solely
as Owner Trustee,

as Lessor

Railcars

FILED WITH THE INTERSTATE COMMERCE COMMISSION

PURSUANT TO 49 U.S.C. § 11303

On December , 1990 AT .M.

RECORDATION NUMBER

COUNTERPART NUMBER

LEASE SUPPLEMENT NO. 3

LEASE SUPPLEMENT NO. 3, dated December 19, 1990 (this "Lease Supplement"), between MERIDIAN TRUST COMPANY, a Pennsylvania trust company, not in its individual capacity but solely as Owner Trustee under a Trust Agreement, dated as of June 15, 1990 (the "Lessor"), and CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation (the "Lessee"):

W I T N E S S E T H:

WHEREAS, the Lessor and the Lessee have entered into that certain Lease of Railroad Equipment, dated as of June 15, 1990 (the "Lease"). Unless otherwise defined herein, capitalized terms used herein shall have the meanings specified in the Lease;

WHEREAS, the Participation Agreement and the Lease provide that on each Closing Date the Lessee shall deliver to Owner Trustee a Bill of Sale dated such date by which the Lessee bargains, conveys, assigns, sets over, sells and delivers to Owner Trustee, and Owner Trustee purchases and accepts from the Lessee, the Units to be conveyed on such Closing Date, and such Bill of Sale has been delivered by the Lessee and accepted by Owner Trustee on such Closing Date; and

WHEREAS, the Lease provides for the execution and delivery of a Lease Supplement substantially in the form hereof for the purpose of confirming the acceptance and lease of the Units under the Lease as and when delivered by Lessor to Lessee in accordance with the terms thereof;

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, the Lessor and the Lessee hereby agree as follows:

1. The Lessee hereby acknowledges and confirms that it has inspected and approved the Units set forth on Schedule I hereto at the time and on the dates set forth in the applicable Certificate of Acceptance and such Units comply in all material respects with the Specifications for such Units and are in good working order.
2. The Lessor hereby confirms delivery and lease to the Lessee, and the Lessee hereby confirms acceptance and lease from Lessor, under the Lease as hereby supplemented, the Units listed on Schedule I hereto.
3. The Lessee hereby represents and warrants that no Casualty Occurrence has occurred with respect to the Units set forth on Schedule I hereto as of the date hereof.

4. The Closing Date of the Units described above is the date of this Lease Supplement set forth in the opening paragraph hereof.

5. The aggregate Equipment Cost of the Units leased hereunder is set forth in the Certificate of Acceptance covering such Units. The Casualty Values and Termination Values applicable in respect of the Units are set forth, respectively, on Schedules 2 and 4 to the Lease.

6. Lessee hereby confirms its agreement, in accordance with the Lease as supplemented by this Lease Supplement to pay Rent to Lessor for each Unit leased hereunder as provided for in the Lease.

7. The execution and delivery of this Lease Supplement will in no way relieve or decrease the responsibility of any manufacturer or remanufacturer for the warranties it has made with respect to any Unit.

8. Any and all notices, requests, certificates and other instruments executed and delivered after the execution and delivery of this Lease Supplement may refer to the "Lease Agreement dated as of June 15, 1990," the "Lease dated as of June 15, 1990" or the "Lease of Railroad Equipment dated as of June 15, 1990," or may identify the Lease in any other respect without making specific reference to this Lease Supplement, but nevertheless all such references shall be deemed to include this Lease Supplement, unless the context shall otherwise require.

9. This Lease Supplement shall be construed in connection with and as part of the Lease, and all terms, conditions and covenants contained in the Lease shall be and remain in full force and effect.

10. This Lease Supplement may be executed in any number of counterparts, each executed counterpart constituting an original but all together one and the same instrument.

11. This Lease Supplement is being delivered in the State of New York and shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance.

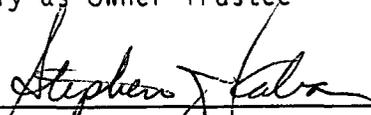
IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed and delivered on the day and year first above written.

Lessor:

MERIDIAN TRUST COMPANY, not in its individual capacity except as otherwise expressly provided but solely as Owner Trustee

By:

Title:



VICE PRESIDENT

Lessee:

CONSOLIDATED RAIL CORPORATION

By: _____

Title: _____

Attest:

Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF BERKS) ss:
)

On this 12th day of December, 1990, before me personally appeared STEPHEN J. KABA to me personally known, who being duly sworn, says that [he] [~~she~~] is a VICE PRESIDENT of MERIDIAN TRUST COMPANY, that said instrument was signed on December 12, 1990 on behalf of said corporation by authority of its Board of Directors, and [~~she~~] [he] acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Colleen M. Callagore
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

NOTARIAL SEAL Colleen M. Callagore, Notary Public Reading, Berks County, PA My Commission Expires 2-25-91

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF _____) ss:
)

On this ____ day of December, 1990, before me personally appeared _____, to me personally known, who being duly sworn, says that [he] [she] is a _____ of CONSOLIDATED RAIL CORPORATION, that said instrument was signed on December __, 1990 on behalf of said corporation by authority of its Board of Directors, and [she] [he] acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

My Commission Expires:

IN WITNESS WHEREOF, the Lessor and the Lessee have caused this Lease Supplement to be duly executed and delivered on the day and year first above written.

Lessor: MERIDIAN TRUST COMPANY, not in its individual capacity except as otherwise expressly provided but solely as Owner Trustee

By: _____
Title: _____

Lessee: CONSOLIDATED RAIL CORPORATION

By: Thomas J. McHadden
Title: Director-Project Financing

Attest:



Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) ss:
COUNTY OF _____)

On this ____ day of December, 1990, before me personally appeared _____, to me personally known, who being duly sworn, says that [he] [she] is a _____ of MERIDIAN TRUST COMPANY, that said instrument was signed on December __, 1990 on behalf of said corporation by authority of its Board of Directors, and [she] [he] acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

My Commission Expires:

COMMONWEALTH OF PENNSYLVANIA)
) ss:
COUNTY OF Philadelphia)

On this 12th day of December, 1990, before me personally appeared Thomas J. McFadden, to me personally known, who being duly sworn, says that [he] [she] is a DIRECTOR-PROJECT FINANCING of CONSOLIDATED RAIL CORPORATION, that said instrument was signed on December 12, 1990 on behalf of said corporation by authority of its Board of Directors, and [she] [he] acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Anthony Richard DiArenzo
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

NOTARIAL SEAL
ANTHONY RICHARD DIARENZO
Notary Public, Phila, Phila Co
My Commission Expires Sept 15, 1992

SPECIAL LIST OF AAR REBUILD CARS FOR TREASURY (T J MCFADDEN)
 IN ORDER BY ORIGINAL CAR NUMBER WITHIN GROUP (SEP 13 90 TO DEC 14 90)

GROUP NAME	NEWCAR	LOT OR CLASS	AAR BIRTH DATE MO YR	TALLY
50 FT BOX	CR 369074	X73	09 90	
50 FT BOX	CR 369076	X73	10 90	
50 FT BOX	CR 369112	X73	09 90	
50 FT BOX	CR 369124	X73	10 90	
50 FT BOX	CR 369182	X73	10 90	
50 FT BOX	CR 369247	X73	09 90	
50 FT BOX	CR 369260	X73	09 90	
50 FT BOX	CR 369265	X73	09 90	
50 FT BOX	CR 369318	X73	09 90	
CARGROUP TOTAL				9

SPECIAL LIST OF AAR REBUILD CARS FOR TREASURY (T J MCFADDEN)
 IN ORDER BY ORIGINAL CAR NUMBER WITHIN GROUP (SEP 13 90 TO DEC 14 90)

GROUP NAME	NEWCAR	LOT OR CLASS	AAR BIRTH DATE MO YR	TALLY
60 FT BOX	CR 220026	X61B	12 90	
CARGROUP TOTAL				1

SPECIAL LIST OF AAR REBUILD CARS FOR TREASURY (T J MCFADDEN)
 IN ORDER BY ORIGINAL CAR NUMBER WITHIN GROUP (SEP 13 90 TO DEC 14 90)

GROUP NAME	NEWCAR	LOT OR CLASS	AAR BIRTH DATE		TALLY
			MO	YR	
86 FT BOX	CR 237399	BE83C	10	90	
86 FT BOX	CR 237406	BE83C	10	90	
86 FT BOX	CR 237565	X60G	09	90	
86 FT BOX	CR 237569	X60G	09	90	
86 FT BOX	CR 237625	X60G	11	90	
86 FT BOX	CR 237638	X60G	09	90	
86 FT BOX	CR 237645	X60G	09	90	
86 FT BOX	CR 237690	X60G	09	90	
86 FT BOX	CR 237704	X60G	09	90	
86 FT BOX	CR 237708	X60G	11	90	
86 FT BOX	CR 237731	X60G	11	90	
86 FT BOX	CR 237749	X60G	10	90	
86 FT BOX	CR 237802	X60G	11	90	
86 FT BOX	CR 237816	X60G	09	90	
86 FT BOX	CR 237859	X60G	09	90	
86 FT BOX	CR 237905	X60G	11	90	
86 FT BOX	CR 237925	X60G	11	90	
86 FT BOX	CR 238152	X60G	11	90	
86 FT BOX	CR 238164	X60G	10	90	
86 FT BOX	CR 239847	X60G	10	90	
86 FT BOX	CR 239912	X60G	09	90	
86 FT BOX	CR 239917	X60G	10	90	
86 FT BOX	CR 239920	X60G	11	90	
86 FT BOX	CR 240923	X60X	09	90	
86 FT BOX	CR 240963	X60X	09	90	
86 FT BOX	CR 240981	X60X	10	90	
86 FT BOX	CR 240982	X60X	11	90	
86 FT BOX	CR 242006	X60M	10	90	
86 FT BOX	CR 242307	X60N	10	90	
86 FT BOX	CR 242404	X60T	10	90	
86 FT BOX	CR 242438	X60T	11	90	
86 FT BOX	CR 242473	X60T	11	90	
86 FT BOX	CR 243882	X60N	10	90	
86 FT BOX	CR 243999	X60W	10	90	
86 FT BOX	CR 244044	X60V	10	90	
CARGROUP TOTAL					

35

SPECIAL LIST OF AAR REBUILD CARS FOR TREASURY (T J MCFADDEN)
 IN ORDER BY ORIGINAL CAR NUMBER WITHIN GROUP (SEP 13 90 TO DEC 14 90)

GROUP NAME	NEWCAR	LOT OR CLASS	AAR BIRTH DATE MO YR	TALLY
52 FT PLAIN GON	CR 565992	G42B	10 90	
52 FT PLAIN GON	CR 576047	G43A	09 90	
52 FT PLAIN GON	CR 576061	G43A	10 90	
52 FT PLAIN GON	CR 576102	G43A	10 90	
52 FT PLAIN GON	CR 576164	G43A	10 90	
52 FT PLAIN GON	CR 576200	G43A	10 90	
52 FT PLAIN GON	CR 576220	G43A	09 90	
52 FT PLAIN GON	CR 576258	120G	10 90	
52 FT PLAIN GON	CR 576289	G43A	10 90	
52 FT PLAIN GON	CR 576294	G43A	10 90	
52 FT PLAIN GON	CR 576476	G43A	10 90	
52 FT PLAIN GON	CR 576493	G43A	10 90	
52 FT PLAIN GON	CR 576600	G43A	09 90	
52 FT PLAIN GON	CR 576690	G43A	09 90	
52 FT PLAIN GON	CR 576731	G43A	10 90	
52 FT PLAIN GON	CR 576750	G43A	10 90	
52 FT PLAIN GON	CR 576833	G43A	09 90	
52 FT PLAIN GON	CR 576835	G43A	10 90	
52 FT PLAIN GON	CR 576855	G43A	10 90	
52 FT PLAIN GON	CR 576890	G43A	10 90	
52 FT PLAIN GON	CR 577006	G43A	11 90	
52 FT PLAIN GON	CR 577070	G43A	10 90	
52 FT PLAIN GON	CR 577173	G43A	09 90	
52 FT PLAIN GON	CR 577180	G43A	10 90	
52 FT PLAIN GON	CR 577239	G43A	10 90	
52 FT PLAIN GON	CR 577277	G43A	10 90	
52 FT PLAIN GON	CR 577319	G43A	10 90	
52 FT PLAIN GON	CR 577327	G43A	10 90	
52 FT PLAIN GON	CR 577330	G43A	09 90	
52 FT PLAIN GON	CR 577403	G43A	10 90	
52 FT PLAIN GON	CR 577472	G43A	10 90	
52 FT PLAIN GON	CR 577519	G43A	09 90	
52 FT PLAIN GON	CR 577523	G43A	10 90	
52 FT PLAIN GON	CR 577595	G43A	10 90	
52 FT PLAIN GON	CR 577604	G43A	10 90	
52 FT PLAIN GON	CR 577617	G43A	09 90	
52 FT PLAIN GON	CR 577649	G43A	09 90	
52 FT PLAIN GON	CR 577655	G43A	10 90	
52 FT PLAIN GON	CR 577672	G43A	11 90	
52 FT PLAIN GON	CR 577709	G43A	10 90	
52 FT PLAIN GON	CR 577736	G43A	09 90	
52 FT PLAIN GON	CR 577760	G43A	09 90	
52 FT PLAIN GON	CR 577763	G43A	10 90	
52 FT PLAIN GON	CR 577856	G43A	10 90	
52 FT PLAIN GON	CR 577930	G43A	10 90	
52 FT PLAIN GON	CR 577931	G43A	10 90	
52 FT PLAIN GON	CR 577963	G43A	10 90	
52 FT PLAIN GON	CR 578010	G43A	10 90	
52 FT PLAIN GON	CR 578037	G43A	10 90	

SPECIAL LIST OF AAR REBUILD CARS FOR TREASURY (T J MCFADDEN)
 IN ORDER BY ORIGINAL CAR NUMBER WITHIN GROUP (SEP 13 90 TO DEC 14 90)

GROUP NAME	NEWCAR	LOT OR CLASS	AAR BIRTH DATE MO YR	TALLY
52 FT PLAIN GON	CR 578038	G43A	09 90	
52 FT PLAIN GON	CR 578044	G43A	09 90	
52 FT PLAIN GON	CR 578153	G43	10 90	
52 FT PLAIN GON	CR 578200	120G	09 90	
52 FT PLAIN GON	CR 578296	G43	10 90	
52 FT PLAIN GON	CR 578307	G43	09 90	
52 FT PLAIN GON	CR 578555	G43	10 90	
52 FT PLAIN GON	CR 578596	G43	10 90	
52 FT PLAIN GON	CR 578630	G43	10 90	
52 FT PLAIN GON	CR 578732	G43	10 90	
52 FT PLAIN GON	CR 579707	G43B	10 90	
52 FT PLAIN GON	CR 579801	G43A	10 90	
52 FT PLAIN GON	CR 579847	G43A	10 90	
52 FT PLAIN GON	CR 583808	120G	10 90	
52 FT PLAIN GON	CR 583883	120G	10 90	
52 FT PLAIN GON	CR 583890	120G	10 90	
52 FT PLAIN GON	CR 583925	120G	09 90	
52 FT PLAIN GON	CR 584585	120G	09 90	
52 FT PLAIN GON	CR 584586	120G	09 90	
52 FT PLAIN GON	CR 584587	120G	09 90	
52 FT PLAIN GON	CR 584588	120G	09 90	
52 FT PLAIN GON	CR 584589	120G	09 90	
52 FT PLAIN GON	CR 584590	120G	09 90	
52 FT PLAIN GON	CR 584591	120G	09 90	
52 FT PLAIN GON	CR 584592	120G	09 90	
52 FT PLAIN GON	CR 584593	120G	11 90	
52 FT PLAIN GON	CR 584594	120G	09 90	
52 FT PLAIN GON	CR 584595	120G	10 90	
52 FT PLAIN GON	CR 584596	120G	10 90	
52 FT PLAIN GON	CR 584597	120G	10 90	
52 FT PLAIN GON	CR 584598	120G	10 90	
52 FT PLAIN GON	CR 584599	120G	10 90	
52 FT PLAIN GON	CR 584600	120G	10 90	
52 FT PLAIN GON	PC 576462	G43A	12 90	
CARGROUP TOTAL				

83

SPECIAL LIST OF AAR REBUILD CARS FOR TREASURY (T J MCFADDEN)
 IN ORDER BY ORIGINAL CAR NUMBER WITHIN GROUP (SEP 13 90 TO DEC 14 90)

GROUP NAME	NEWCAR	LOT OR CLASS	AAR BIRTH DATE MO YR	TALLY
COIL GON OPEN	CF 607010	G43A	09 90	
COIL GON OPEN	CF 607030	G43A	10 90	
COIL GON OPEN	CR 607040	G43A	10 90	
COIL GON OPEN	CR 607086	G43A	10 90	
COIL GON OPEN	CR 607200	G43A	10 90	
CARGROUP TOTAL				5

SPECIAL LIST OF AAR REBUILD CARS FOR TREASURY (T J MCFADDEN)
 IN ORDER BY ORIGINAL CAR NUMBER WITHIN GROUP (SEP 13 90 TO DEC 14 90)

GROUP NAME	NEWCAR	LOT OF CLASS	AAR BIRTH DATE MO YR	TALLY
COIL GON COVERED	CR 606879	GE52C	12 90	
COIL GON COVERED	CR 622325	GE52B	11 90	
COIL GON COVERED	CR 623019	GR42A	10 90	
COIL GON COVERED	CR 623584	G42C	11 90	
COIL GON COVERED	CR 623585	G42C	09 90	
COIL GON COVERED	CR 623589	G42C	11 90	
COIL GON COVERED	CR 623595	G42C	11 90	
COIL GON COVERED	CR 623599	G42C	09 90	
COIL GON COVERED	CR 627172	F50	10 90	
COIL GON COVERED	CR 627203	F50	11 90	
COIL GON COVERED	CR 627208	F50	10 90	
COIL GON COVERED	CR 627217	F50	12 90	
COIL GON COVERED	CR 627221	F50	11 90	
COIL GON COVERED	CR 627229	F50	12 90	
COIL GON COVERED	CR 627248	F50	10 90	
COIL GON COVERED	CR 627255	F50	12 90	
COIL GON COVERED	CR 627256	F50	11 90	
COIL GON COVERED	CR 627259	F50	11 90	
COIL GON COVERED	CR 627260	F50	11 90	
COIL GON COVERED	CR 627261	F50	11 90	
COIL GON COVERED	CR 627269	F50	12 90	
COIL GON COVERED	CR 627282	F50	11 90	
COIL GON COVERED	CR 627287	F50	12 90	
COIL GON COVERED	CR 627289	F50	12 90	
COIL GON COVERED	CR 627295	F50	12 90	
COIL GON COVERED	CR 627299	F50	11 90	
COIL GON COVERED	CR 627300	F50	10 90	
COIL GON COVERED	CR 627334	F50	12 90	
COIL GON COVERED	CR 627338	F50	11 90	
COIL GON COVERED	CR 627380	F50	12 90	
COIL GON COVERED	CR 627414	F50	11 90	
COIL GON COVERED	CR 627418	F50	12 90	
COIL GON COVERED	CR 627426	F50	11 90	
COIL GON COVERED	CR 627428	F50	11 90	
COIL GON COVERED	CR 627430	F50	11 90	
COIL GON COVERED	CR 627433	F50	11 90	
COIL GON COVERED	CR 627476	F50	11 90	
COIL GON COVERED	CR 627497	F50	10 90	
COIL GON COVERED	CR 627504	F50	10 90	
COIL GON COVERED	CR 627542	F50	11 90	
CARGROUP TOTAL				

SPECIAL LIST OF AAR REBUILD CARS FOR TREASURY (T J MCFADDEN)
IN ORDER BY ORIGINAL CAR NUMBER WITHIN GROUP (SEP 13 90 TO DEC 14 90)

GROUP NAME	NEWCAR	LOT OR CLASS	AAR BIRTH DATE MO YR	TALLY
FINAL TOTALS				173

173 RECORDS TOTALED