

\$30

New No. - A

LAW OFFICES

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

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

*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN MARYLAND

16911

RECORDATION NO. FILED 1425

JUN 27 1990 -3 05 PM

June 27, INTERSTATE COMMERCE COMMISSION

0-178A025

Office of the Secretary
Recordations Unit
Room 2303
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

16911/A
RECORDATION NO. FILED 1425

JUN 27 1990 -3 05 PM

INTERSTATE COMMERCE COMMISSION

JUN 27 2 53 PM '90
OFFICE OF RECORDATIONS UNIT

Attention: Ms. Mildred Lee

Dear Ms. Lee:

Enclosed are two (2) original copies each of the documents described below, to be recorded pursuant to 49 U.S.C. Section 11303(a).

The first document, Memorandum of Lease Agreement, dated as of June 15, 1990, is a primary document. The names and addresses of the parties to such document are as follows:

Lessor: Meridian Trust Company
35 North Sixth Street
Reading, Pennsylvania 19601
Attention: Corporate Trust Business Group

Lessee: Consolidated Rail Corporation
1310 Six Penn Center Plaza
Philadelphia, Pennsylvania 19104
Attention: Director-Financing

The second document, Lease Supplement No. 1, dated June 27, 1990, is a secondary document. The names and addresses of the parties to such document are as follows:

Lessor: Meridian Trust Company
35 North Sixth Street
Reading, Pennsylvania 19601
Attention: Corporate Trust Business Group

Charles T. Kappler

Office of the Secretary
Interstate Commerce Commission
June 27, 1990
Page Two

Lessee: Consolidated Rail Corporation
1310 Six Penn Center Plaza
Philadelphia, Pennsylvania 19104
Attention: Director-Financing

A description of the equipment covered by each of these documents follows:

50' Equipped Boxcars
60' Equipped Boxcars
86' Equipped Boxcars
60' Raised Roof Boxcars
52' Plain Gondola Cars
Open Coil Gondola Cars
Covered Coil Gondola Cars
Covered Hopper Cars

The identifying marks and numbers for this equipment are provided in Schedule I attached to the Lease Supplement No. 1.

A filing fee of \$30.00 is enclosed. Please return to the undersigned stamped copies of the enclosed documents.

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

Memorandum of Lease, dated as of June 15, 1990, between Meridian Trust Company, not in its individual capacity but as otherwise expressly provided therein but solely as Owner Trustee, as Lessor and Consolidated Rail Corporation, as Lessee, covering up to 1,459 Railcars.

Lease Supplement No. 1, dated June 27, 1990, between Meridian Trust Company, not in its individual capacity but as otherwise expressly provided therein but solely as Owner Trustee, as Lessor and Consolidated Rail Corporation, as Lessee.

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

6/27/90

OFFICE OF THE SECRETARY

Charles T. Kappler
Alvord & Alvord
918 16th Street
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 6/27/90 at 3:05pm and assigned recordation number(s). 16911 & 16911-A

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

16911
RECORDATION NO _____ FILED 1425

JUN 27 1990 -3 05 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

Dated as of June 15, 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

FILED WITH THE INTERSTATE COMMERCE COMMISSION
PURSUANT TO 49 U.S.C. § 11303
ON _____, 1990 AT _____.M.

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of June 15, 1990 by and between Meridian Trust Company, a Pennsylvania trust company ("MTC"), not in its individual capacity except as otherwise expressly provided, but solely as Owner Trustee under a Trust Agreement between The CIT Group/Equipment Financing, Inc., a New York corporation and MTC ("Lessor") and Consolidated Rail Corporation, a Pennsylvania corporation ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase from and lease to Lessee, and the Lessee has agreed to sell to and lease from Lessor up to 1,459 railroad cars described in the Lease Supplements to be executed and delivered by Lessor and Lessee from time to time, all pursuant to that certain Lease of Railroad Equipment, dated as of June 15, 1990 (the "Lease"), between Lessor and Lessee.
2. The Lease shall be effective as of the date of the first Closing Date (as defined in the Lease Agreement) and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

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

By: Kathleen A. Kelly
Title: Account Officer

CONSOLIDATED RAIL CORPORATION

By: _____
Title: _____

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF BERKS) ss:

On this 19th day of June, 1990,
before me personally appeared KATHLEEN A. KETSO, to me
personally known, who, being duly sworn, says that [she/he] is
a ACCOUNT OFFICER of MERIDIAN TRUST COMPANY, that said
instrument was signed on JUNE 19, 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. Caltagirone
Notary Public
Colleen M. Caltagirone, Notary Public
Reading, Berks County, PA
My Commission Expires 2-25-91

[NOTARY SEAL]

My Commission Expires:

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF _____) ss:

On this _____ day of _____, 1990,
before me personally appeared _____, to me
personally known, who, being duly sworn, says that [she/he] is
a _____ of CONSOLIDATED RAIL CORPORATION, that said
instrument was signed on _____, 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

[NOTARY SEAL]

My Commission Expires:

mi

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

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

By: _____
Title: _____

CONSOLIDATED RAIL CORPORATION

By: Thomas J McHolder
Title: Manager - Financing

COMMONWEALTH OF PENNSYLVANIA)
) ss:
COUNTY OF _____)

On this _____ day of _____, 1990,
before me personally appeared _____, to me
personally known, who, being duly sworn, says that [she/he] is
a _____ of MERIDIAN TRUST COMPANY, that said
instrument was signed on _____, 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

[NOTARY SEAL]

My Commission Expires:

COMMONWEALTH OF PENNSYLVANIA)
) ss:
COUNTY OF PHILA)

On this 20 day of JUNE, 1990,
before me personally appeared THOMAS J. McFADDEN, to me
personally known, who, being duly sworn, says that [she/he] is
a MGR. FINANCING of CONSOLIDATED RAIL CORPORATION, that said
instrument was signed on 6/20/90, 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.

Marianne C Baker
Notary Public

[NOTARY SEAL]

My Commission Expires:

A:2235G

