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17260A
MAY 29 1991 - 12 40 PM
INTERSTATE COMMERCE COMMISSION

May 29, 1991

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

Dear Mr. Strickland:

Enclosed for recordation with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the U.S. Code, and regulations promulgated thereunder, are three original counterparts of a Lease Termination Agreement, a primary document, dated May 24, 1991.

The names and addresses of the parties to the Lease Termination Agreement are as follows:

Owner: General Electric Company
Transportation Systems
Business Operation
2901 East Lake Road
Erie, PA 16531
Attention: F. L. Baumgardner

User: Consolidated Rail Corporation
Materials & Purchasing
Fourth Floor
Six Penn Center Plaza
Philadelphia, PA 19103
Attention: J. T. Whatmough

The locomotives covered by the Lease Termination Agreement are:

50 General Electric Dash 8-40CW diesel electric locomotives bearing road numbers 6100 through 6149, both inclusive.

MAY 29 1991 16:44:36

Handwritten signature: Karen Butler

MORGAN, LEWIS & BOCKIUS

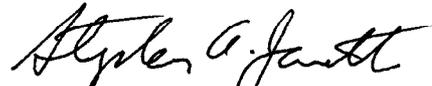
Mr. Sidney L. Strickland, Jr.
May 29, 1991
Page 2

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

Lease Termination Agreement:
Lease Termination Agreement, dated May 24, 1990, between General Electric Company, as owner, 2901 East Lake Road, Erie, PA 16531, and Consolidated Rail Corporation, as user, Six Penn Center Plaza, Philadelphia, PA 19103, covering fifty (50) General Electric Dash 8-40CW diesel electric locomotives bearing road numbers 6100 through 6149, both inclusive.

A fee of \$15.00 is enclosed. Please stamp and return the two copies not needed by the Commission for recordation to the undersigned.

Very truly yours,


Stephen A. Jannetta

/mh

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

5/29/91

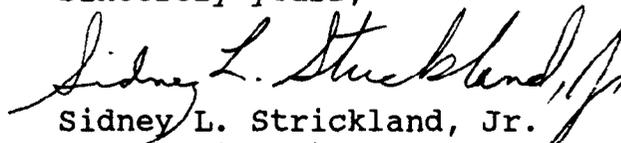
OFFICE OF THE SECRETARY

Stephen A. Jarnetta
Morgan, Lewis & Bockius
2000 One Logan Square
Philadelphia, PA. 19103-6993

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 5/29/91 at 12:40pm, and assigned recordation number(s). 17200-A

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17260-A
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INTERSTATE COMMERCE COMMISSION

LEASE TERMINATION AGREEMENT

THIS AGREEMENT, made and entered into this 24th day of May, 1991 by and between GENERAL ELECTRIC COMPANY, A New York Corporation, hereinafter called "OWNER," and CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation, hereinafter called "USER."

WHEREAS, OWNER and USER entered into a Lease of Locomotive Equipment Agreement dated March 14, 1991 covering the lease of 50 DASH 8-40CW Diesel Electric Locomotives, hereinafter "the Equipment," which was recorded with the Interstate Commerce Commission on March 22, 1991 under recordation number 17260, hereinafter "the LEASE"; and

WHEREAS, OWNER and USER now wish to terminate the LEASE on the terms and conditions set forth below.

NOW THEREFORE, in consideration of the promises and good and valuable consideration and intending to be legally bound, the parties hereto agree as follows:

1. Upon the transfer of title by OWNER to the assignee of USER under a purchase agreement covering the Equipment dated March 26, 1990, as further amended and supplemented, such transfer to occur on May 29, 1991, the LEASE shall be terminated and all rights and obligations of the parties thereunder shall cease.
2. The parties agree to record this Lease Termination Agreement with the Interstate Commerce Commission so as to release the lien against the Equipment constituted by the LEASE.

IN WITNESS WHEREOF, OWNER and USER have caused this Lease Termination Agreement to be duly executed by its authorized representatives as of the day and year first written above.

Sworn To and Subscribed Before Me This 24th Day of May, 1991

Louise M. Boughton
Notary Public

GENERAL ELECTRIC COMPANY

BY: *Frederick A. Robinson*
TITLE: *Gen. Mgr. Robinson*

Sworn To and Subscribed Before Me This 24th Day of May, 1991

Louise M. Boughton
Notary Public

CONSOLIDATED RAIL CORPORATION

BY: *Thomas J. Drew*
TITLE: *Director - Engineering*

NOTARIAL SEAL
LOUISE M. BOUGHTON, Notary Public
City of Philadelphia, Phila. County
My Commission Expires June 25, 1994

NOTARIAL SEAL
LOUISE M. BOUGHTON, Notary Public
City of Philadelphia, Phila. County
My Commission Expires June 25, 1994