

CONRAIL®



0100035803

18 00

RECORDED 18305-4 FILED

NOV 4 1993 9 40 AM

INTERSTATE COMMERCE COMMISSION

RECEIVED
OFFICE OF THE
SECRETARY
NOV 4 9 34 AM '93
LICENSING BRANCH

November 4, 1993

VIA HAND DELIVERY

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

**Re: Lease of Locomotives from General Motors Corporation
to Consolidated Rail Corporation**

Dear Mr. Strickland:

Enclosed are an original and two originally executed counterparts of the secondary document described below. The secondary document described below is related to the primary document Lease Agreement, dated May 19, 1993 ("Lease"), between Consolidated Rail Corporation and General Motors Corporation, which was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C Section 11303, as recorded on July 8, 1993 at 9:45 a.m., Recordation No. 18305. All of the enclosed documents are to be recorded pursuant to Section 11303, Title 49, of the United States Code.

The enclosed secondary document is.

Lease Agreement Termination, dated as of November 4, 1993, between Consolidated Rail Corporation and General Motors Corporation.

The names and addresses of the parties to the documents are as follows.

Lease Agreement Termination (Partial)

Lessee:

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

Handwritten signature: Charles P. ...

Mr Sidney L. Strickland, Jr.

November 4, 1993

Page 2

Secured Party.

General Motors Corporation
Administrative Building
9301 West 55th Street
La Grange, IL 60525

The description of the equipment covered by the aforesaid Lease Agreement Termination (Partial) is as follows:

Thirty (30) General Motors Corporation Model SD60M diesel electric locomotives bearing road numbers 5545 through 5574 both inclusive

A fee of eighteen dollars (\$18.00) is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

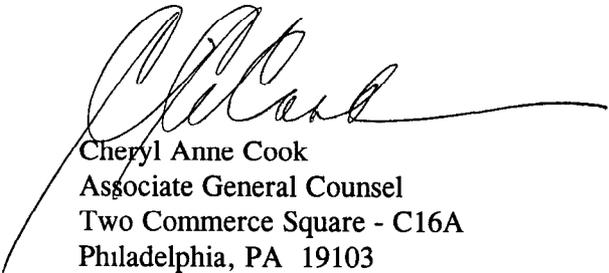
Cheryl A. Cook, Esquire
Consolidated Rail Corporation
2001 Market Street
Philadelphia, PA 19101-1416

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

Lease Agreement Termination: Lease Agreement Termination, dated as of November 4, 1993, between General Motors Corporation, as secured party, Administrative Building, 9301 West 55th Street, La Grange, IL 60525 and Consolidated Rail Corporation, as lessee, 2001 Market Street, P.O. Box 41425, Philadelphia, Pennsylvania 19101-1425, covering thirty (30) General Motors Corporation Model SD60M diesel electric locomotives bearing road numbers 5545 through 5574, both inclusive.

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

Very truly yours,



Cheryl Anne Cook
Associate General Counsel
Two Commerce Square - C16A
Philadelphia, PA 19103
(215) 209-5042
(215) 209-4819 (Fax)

/dr
gmltr cac

RECORDED 18305-A
INDEXED

NOV 4 1993 - 9 40 AM

LEASE AGREEMENT TERMINATION

INTERSTATE COMMERCE COMMISSION

This document amends the Lease Agreement, dated May 19, 1993, ("Lease") between Consolidated Rail Corporation, ("Railroad"), a Pennsylvania corporation and Electro-Motive Division, General Motors Corporation ("EMD"), a Delaware corporation with respect to the locomotives 5545 through 5574, inclusive, (hereinafter referred to as "Terminated Equipment").

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, as recorded on July 8, 1993 at 9:45am. Recordation No. 18305;

WHEREAS, the parties hereto desire to terminate and cancel the lease with respect to the Terminated Equipment and to record this termination and cancellation;

Now, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad and EMD agree as follows:

1. Railroad and EMD hereby terminate and cancel the Lease, effective November 4, 1993.
2. The parties agree to record this Agreement with the ICC so as to release the lien against the Terminated Equipment constituted by the Lease.
3. This Agreement may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad and EMD have each caused this Termination Agreement to be duly executed by their authorized officers as of the day and year first above written.

CONSOLIDATED RAIL CORPORATION

ELECTRO-MOTIVE DIVISION
GENERAL MOTORS CORPORATION

By: Thomas J. McSadden

By: [Signature]

Title: DIRECTOR-PROJECT FINANCING

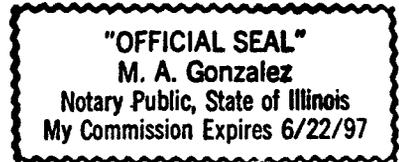
Title: Assistant Secretary

State of Illinois)
County of Cook) ss.

On this 4th day of November, 1993, before me personally appeared Keith A. McCanless, to me personally known, who, being by me duly sworn, did say that he is a Assistant Secretary of Electro-Motive Division, General Motors Corporation, that the instrument was signed on behalf of such 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 such corporation.

M. A. Gonzalez
Notary Public

My commission expires:



State of Pa)
County of Phila) ss.

On this 1st day of November, 1993, before me personally appeared Thomas J. McFadden, to me personally known, who, being by me duly sworn, did say that he is a Director of Project Finance, that the instrument was signed on behalf of such 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 such corporation.

Loretta Dandridge
Notary Public

My commission expires:

