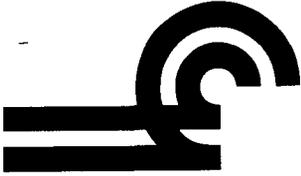


CONRAIL®



2-353A027

RECORDATION NO. 15254-B
FILED 12/18/92

December 18, 1992

DEC 18 1992 - 1 12 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

BY HAND

REC'D
12-18-92
10:11 AM

Dear Secretary 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 Release, a secondary document, dated December 17, 1992, with respect to liens, claims and other encumbrances on equipment granted pursuant to a Security Agreement, a primary document, dated as of May 4, 1987 between Consolidated Rail Corporation and Philadelphia National Bank and filed with the Commission on May 12, 1987, having Recordation Number 15224.

The names and addressed of the parties to the Release are as follows:

Secured Party: Philadelphia National Bank
A Core States Bank
FC1-3-19-21
1500 W. Market Street
West Tower
PO Box 7618
Philadelphia, PA 19101-7618

Debtor: Consolidated Rail Corporation
Two Commerce Square
2001 Market Street
Philadelphia, PA 19101-1416

The equipment affected by the Release consists of various railroad cars specifically described in Schedule A attached to the Release.

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

Amie Kullman
C. O'Connell

Page 2

A Release, dated December 17, 1992, to a Security Agreement, dated as of May 5, 1987 with Recordation Number 15224, covering various railroad cars specifically described in Schedule A attached to the Release.

A fee of \$16.00 is enclosed. Please stamp and return the two copies not need by the Commission for recordation.

Very truly yours,


Cheryl A. Cook
Associate General Attorney
16A Two Commerce Square
2001 Market Street
Phila., PA 19101-1416

Interstate Commerce Commission
Washington, D.C. 20423

12/18/92

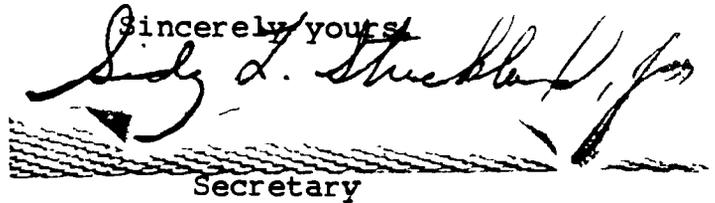
OFFICE OF THE SECRETARY

Cheryl A. Cook
Conrail Corpor.
2001 Market Street
Phil. Pa. 19101

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 12/18/92 at 1:15pm , and assigned re-
recording number(s). 15224-B

~~Sincerely yours~~



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

15224-B
7-23-85

RELEASE

DEC 18 1992-1 15 PM

INTERSTATE COMMERCE COMMISSION

This Release dated as of December 17, 1992, is made by The Philadelphia National Bank.

1. Reference is made to the equipment listed on Schedule A attached hereto ("the Equipment"), which is subject to a Security Agreement dated as of May 4, 1987 between Philadelphia National Bank and Consolidated Rail Corporation, which was duly filed on May 12, 1987 in accordance with 49 U.S.C. 11303, and having Recordation Number 15224.

2. The Philadelphia National Bank hereby releases any and all liens, claims and other encumbrances on the Equipment as granted pursuant to said Security Agreement.

IN WITNESS WHEREOF, The Philadelphia National bank has caused this Release to be duly executed by its authorized officer as of the day and year first written above.

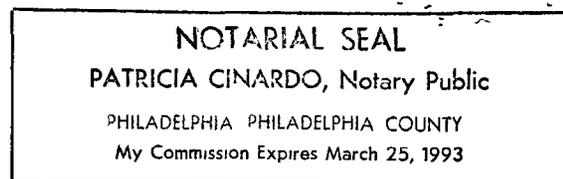
By: Severdy J. Gallen
Title: Vice President

State of: Penna.
County of: Phila.

On this 17 day of December, 1992 before me personally appeared Beverly J. Collier, to me personally known, who, being duly sworn, says that [she/~~he~~] is a Vice Pres of Crestatus Bank, MA, that said instrument was signed on 12-17, 1992 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.

Sworn to and subscribed before me
this 17 day of December 1992

Patricia Cinardo
Notary Public



Schedule A
Equipment List

<u>Type & Specifications</u>	<u>Quantity</u>	<u>Identification Numbers</u>
52 ft. gondolas	80	See Below

Identification Numbers

564976	580149	580525	580853
564993	580151	580546	580854
565020	580160	580580	580870
565026	580164	580606	580878
565029	580210	580613	580880
565033	580254	580635	580884
565038	580259	580648	580889
565092	580283	580652	580915
565134	580321	580659	580937
565144	580324	580662	580960
565157	580334	580669	580565
565159	580351	580673	580963
565166	580370	580720	581008
565266	580371	580768	581057
565278	580376	580783	581062
565293	580403	580786	581083
565324	580416	580815	581084
580123	580433	580825	581092
580134	580486	580831	581099
580141	580512	580845	581242