

DONELAN, CLEARY, WOOD & MASER, P.C.

ATTORNEYS AND COUNSELORS AT LAW
SUITE 750
1100 NEW YORK AVENUE, N.W.
WASHINGTON, D.C. 20005-3934

OFFICE: (202) 371-9500

TELECOPIER: (202) 371-0900

RECORDED 10905-E, F, G, H
FILED

March 7, 1996 MAR 7 1996 11 50 AM

RECORDED

Recordation No. 10905-E, F, G, and H

Dear Mr. Williams:

On behalf of The Bank of New York (successor to Mercantile-Safe Deposit and Trust Company), ("Bank"), I submit for filing and recording under 49 U.S.C. § 11301 and the regulations applicable thereunder, counterparts of four (4) secondary documents, not previously recorded, each document being a full release and termination of an earlier recorded document under Recordation No. 10905 and subparts thereof, as follows:

1. Full Release and Termination of Conditional Sale Agreement Recorded with the Interstate Commerce Commission under Recordation No. 10905, ("CSA Release"), made as of March 1, 1996, party thereto is:

The Bank of New York (successor to
Mercantile - Safe Deposit and Trust
Company), as agent
101 Barclay Street
New York, NY 10286

— RELEASING PARTY

The aforesaid CSA Release is a full release and termination of the Conditional Sale Agreement recorded under Recordation No. 10905 and the collateral covered thereby and should be recorded under the next available letter under Recordation No. 10905, which we believe is "-E."

The equipment covered by the enclosed CSA Release is all the rolling stock covered by the aforesaid Conditional Sale Agreement.

MAR 7 11 42 AM '96
INTERSTATE COMMERCE
COMMISSION
RECEIVED

Countrywide - J. J. Harman

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A short summary of the CSA Release to appear in the index of the Surface Transportation Board is as follows:

"Full release and termination of Conditional Sale Agreement filed under Recordation No. 10905."

2. Full Release and Termination of Agreement and Assignment Recorded with the Interstate Commerce Commission under Recordation No. 10905-A, ("Assignment Release"), made as of March 1, 1996, party thereto is:

The Bank of New York (successor to — RELEASING PARTY
Mercantile - Safe Deposit and Trust
Company), as agent
101 Barclay Street
New York, NY 10286

The aforesaid Assignment Release is a full release and termination of the Agreement and Assignment recorded under Recordation No. 10905-A and the collateral covered thereby and should be recorded under the next available letter under Recordation No. 10905, which we believe is "-F."

The equipment covered by the enclosed Assignment Release is all the rolling stock covered by the aforesaid Agreement and Assignment.

A short summary of the Assignment Release to appear in the index of the Surface Transportation Board is as follows:

"Full release and termination of Agreement and Assignment filed under Recordation No. 10905-A."

3. Full Release and Termination of Lease of Railroad Equipment Recorded with the Interstate Commerce Commission under Recordation No. 10905-B, ("Lease Release"), made as of March 1, 1996, party thereto is:

Consolidated Rail Corporation — LESSEE/RELEASING PARTY
2001 Market Street
Philadelphia, PA 19101-1425

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The CIT Group/Equipment Financing, — LESSOR/RELEASING PARTY
Inc. (successor in interest to Merrill
Lynch Leasing Inc.)
1211 Avenue of the Americas
New York, NY 10036

The aforesaid Lease Release is a full release and termination of the Lease of Railroad Equipment recorded under Recordation No. 10905-B and the collateral covered thereby and should be recorded under the next available letter under Recordation No. 10905, which we believe is "-G."

The equipment covered by the enclosed Lease Release is all the rolling stock covered by the aforesaid Lease of Railroad Equipment.

A short summary of the Lease Release to appear in the index of the Surface Transportation Board is as follows:

"Full release and termination of Lease of Railroad
Equipment filed under Recordation No. 10905-B."

4. Full Release and Termination of Assignment of Lease and Agreement Recorded with the Interstate Commerce Commission under Recordation No. 10905-C, ("Lease Assignment Release"), made as of March 1, 1996, party thereto is:

The Bank of New York (successor to — RELEASING PARTY
Mercantile - Safe Deposit and Trust
Company), as agent
101 Barclay Street
New York, NY 10286

The aforesaid Lease Assignment Release is a full release and termination of the Assignment of Lease and Agreement recorded under Recordation No. 10905-C and the collateral covered thereby and should be recorded under the next available letter under Recordation No. 10905, which we believe is "-H."

The equipment covered by the enclosed Lease Assignment Release is all the rolling stock covered by the aforesaid Assignment of Lease and Agreement.

10905-G

10905-G

AM

**FULL RELEASE AND TERMINATION
OF
LEASE OF RAILROAD EQUIPMENT
RECORDED WITH THE INTERSTATE COMMERCE COMMISSION
UNDER RECORDATION NO. 10905-B**

THIS FULL RELEASE AND TERMINATION OF LEASE OF RAILROAD EQUIPMENT is made as of March 1, 1996, by Consolidated Rail Corporation ("Lessee") and The CIT Group/Equipment Financing, Inc., successor in interest to Merrill Lynch Leasing Inc. ("Lessor").

WITNESSETH

WHEREAS, Lessor and Lessee are parties to that certain Lease of Railroad Equipment dated as of September 1, 1979, as may have been amended from time to time, recorded October 19, 1979 with the Interstate Commerce Commission under Recordation No. 10905-B (the "Lease"); and

WHEREAS, under the terms of the Lease, Lessor granted to Lessee a leasehold interest in certain of Lessor's assets, more particularly described in Exhibit A hereto (the "Equipment"); and

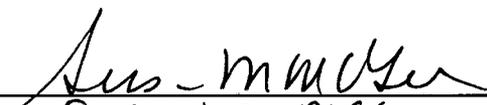
WHEREAS, the term of the leasehold interest set forth in the Lease has expired and all obligations under the Lease have been fully satisfied and discharged.

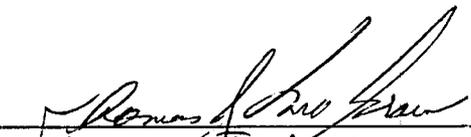
NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged, and intending to be legally bound, each of Lessor and Lessee does hereby release and terminate *in toto* the aforesaid Lease and does hereby fully release and discharge all Equipment described and covered therein and thereby.

IN WITNESS WHEREOF, each of Lessor and Lessee has duly executed this **FULL RELEASE AND TERMINATION OF LEASE OF RAILROAD EQUIPMENT** as of this 1st day of March, 1996.

**THE CIT GROUP/
EQUIPMENT FINANCING, INC.**

CONSOLIDATED RAIL CORPORATION

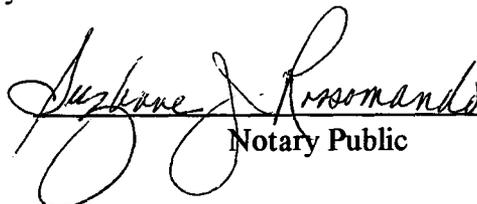
By: 
Name: SUSAN M. MCGEE
Title: Vice President

By: 
Name: Thomas D. McGraw
Title: Director Financing

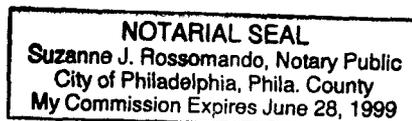
COMMONWEALTH OF PENNSYLVANIA }
 } ss:
COUNTY OF PHILADELPHIA }

On this 1st day of March, 1996 before me, a Notary Public of the State of New York, personally appeared Thomas J. McGraw, the Director-Financing of CONSOLIDATED RAIL CORPORATION, a Pennsylvania corporation ("Corporation"), known (or satisfactorily proven) to be the person whose name is subscribed to the within instrument, who, being by me duly sworn, says that the foregoing instrument was signed on behalf of said Corporation by authority of its Board of Directors, and he/she acknowledged that he/she executed the same for the purposes therein contained as the duly authorized officer of said Corporation by signing the name of the Corporation by himself/herself as its Director-Financing.

IN WITNESS WHEREOF, I have hereunto set my hand and official notarial seal.


Notary Public

[SEAL].



My Commission Expires: _____

EXHIBIT A

530 100-ton open top hopper cars, AAR Mechanical Designation HT, road numbers CR491890-492425, excluding CR492050, CR492181, CR492230, CR492285, CR492382 and CR492412.