

RECORDATION NO. 15728-A FILED

FEB 10 '99

1-45 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
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20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

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February 9, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Release, dated as of January 7, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreement which as previously filed with the Commission under Recordation Number 15728.

The names and addresses of the parties to the enclosed document are:

Debtor: Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

Secured Party: First Union Bank, as successor to Philadelphia
National Bank
123 South Broad Street
Philadelphia, PA 19109

A description of the railroad equipment covered by the enclosed document is:

Set forth on Schedule A attached to the Release

Counterparts - G.A.

Mr. Vernon A. Williams
February 9, 1999
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

OFFICE OF THE SECRETARY

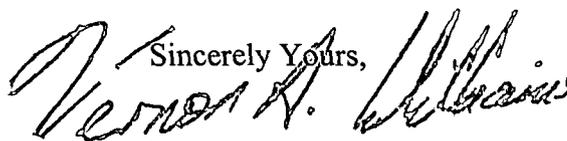
Robert W. Alvord
Alvord and Alvord
918 Sixteenth Street, NW., Ste. 200
Washington, DC., 20006-2973

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.

11301 and CFR 1177.3 (c), on 2/10/99 at 1:45PM , and

assigned recordation numbers (s): 12014-G, 14098-F, 14241-I, 14479-C, 14993-H,
15224-C, 15596-I, 15728-A, 15729-B, 18414-H
and 19708-C.

Sincerely Yours,


Vernon A. Williams

Enclosure(s)

286.00

§_____ The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature-----



RELEASE

RECORDATION NO. 15728-A FILED

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This Release dated as of January 7, 1999, is made by First Union Bank, as successor to 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 November 20, 1987, between Consolidated Rail Corporation and the Philadelphia National Bank, which was duly filed on July 15, 1988 in accordance with 49 U.S.C. 11303 and having Recordation Number 15728.

2. First Union Bank, as successor to 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, First Union Bank has caused this Release to be duly executed by its authorized officer as of the day and year first written above.

BY:

TITLE:

Beverly Stalle
Vice President

SCHEDULE A

EQUIPMENT SCHEDULE

<u>Equipment Description</u>	<u>Quantity</u>	<u>Identification Numbers</u>
Gondola Cars	85	21300-221303, 221305-221306,221308-221309, 221311-221318, 221320, 221322-221329, 221331-221339, 221341-221358, 221360- 221361, 221363, 221365- 221384, 221386, 221388- 221391, 221393-221394, 221396-221398