

PEPPER, HAMILTON & SCHEETZ

ATTORNEYS AT LAW

PHILADELPHIA, PENNSYLVANIA
NEW YORK, NEW YORK
DETROIT, MICHIGAN
HARRISBURG, PENNSYLVANIA

1300 NINETEENTH STREET, N.W.
WASHINGTON, D.C. 20036

202-828-1200

TELEX CABLE ADDRESS: 440653 (ITT)

LOS ANGELES, CALIFORNIA
BERWYN, PENNSYLVANIA
WILMINGTON, DELAWARE
WESTMONT, NEW JERSEY
LONDON, ENGLAND

WRITER'S DIRECT NUMBER
(202) 828-1407

FAX: 202-828-1666

RECORDATION NO 15729 FILED IN A

MAY 24 1991 - 12 05 PM

INTERSTATE COMMERCE COMMISSION
May 24, 1991

DOCUMENTS FOR
RECORDATION

MAY 24 12 09 PM '91

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

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 four original counterparts of a Release, a secondary document, dated May 9, 1991, with respect to liens, claims and other encumbrances on equipment granted pursuant to a Security Agreement, a primary document, dated as of November 20, 1987, filed with the Commission on July 15, 1988 and assigned Recordation Number 15729.

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

Secured Party: Philadelphia National Bank
Broad and Chestnut Streets
Philadelphia, PA 19101

Debtor: Consolidated Rail Corporation
Six Penn Center Plaza
Philadelphia, PA 19103-2959

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

Counterparts - Anne Kullman

PEPPER, HAMILTON & SCHEETZ

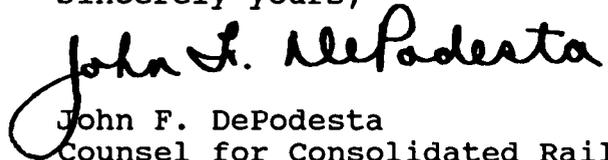
May 24, 1991
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A short summary of the document to appear in the index follows:

A Release, dated May 9, 1991, to a Security Agreement, dated as of November 20, 1987, with Recordation Number 15729, covering various locomotives specifically described in Schedule A attached to the Release.

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

Sincerely yours,

A handwritten signature in cursive script that reads "John F. DePodesta". The signature is written in black ink and is positioned above the typed name and title.

John F. DePodesta
Counsel for Consolidated Rail
Corporation

Partial

RECORDATION NO. 15729-A FILED 1425

RELEASE

MAY 24 1991 -12 05 PM

INTERSTATE COMMERCE COMMISSION

This Release dated as of May 9 1991,
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 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 15729.

2. The Philadelphia National Bank hereby releases any and all liens, claims or 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:

Beverly J. Haller

Title:

Vice President

State of: Penn.
County of: Phila.

On this 9 day of May, 1991 before me personally appeared Beverly J. Collier, to me personally known, who, being duly sworn, says that [she/he] is a Vice President of The Phila. Nat'l Bank, that said instrument was signed on May 9, 1991 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 9 day of May 1991

Patricia Cinardo
Notary Public

NOTARIAL SEAL
PATRICIA CINARDO, Notary Public
PHILADELPHIA, PHILADELPHIA COUNTY
My Commission Expires March 25, 1993

SCHEDULE A
Equipment List

<u>Type and Specifications</u>	<u>Quantity</u>	<u>Identification Numbers</u>
U23-B Locomotives	39	2700-2731 2733-2738 2740