

BALL JANIK LLP

A T T O R N E Y S

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RECORDATION NO. 6405-A
FILED

DEC 31 '98

10-20 AM

December 31, 1998

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed three originals of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Notice of Lease Termination, a secondary document, dated as of December 30, 1998. The primary document to which this is connected is recorded under Recordation No. 6405. We request that this document be recorded under Recordation No. 6405-A.

The name and address of the party to the Notice of Lease Termination is:

Lessee:

Consolidated Rail Corporation
Two Commerce Center
2001 Market Street
Philadelphia, PA 19101

A description of the equipment covered by the Notice of Lease Termination consists of 50 SW-1500 locomotives numbered CR 9510-9559, inclusive.

Counterpart - JGL

BALL JANIK LLP

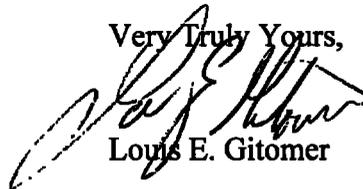
Honorable Vernon A. Williams
December 31 1998
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A fee of \$26.00 is enclosed. Please return two originals of the document to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: a Notice of Lease Termination by Consolidated Rail Corporation, Two Commerce Center, 2001 Market Street, Philadelphia, PA 19101, covering 50 SW-1500 locomotives numbered CR 9510-9559, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

NOTICE OF LEASE TERMINATION DEC 31 '98 10-20 AM

Consolidated Rail Corporation ("Conrail"), successor to the lessee, this 30 day of December, 1998, hereby gives notice of the termination of the LEASE AGREEMENT dated November 8, 1971, between XTRA, Inc., as lessor, and George P. Baker, Richard C. Bond, Jervis Langdon, Jr., and Willard Wirtz, as Trustees of the property of Penn Central Transportation Company, Debtor, and the successors of the said Trustees, as lessee. The Lease Agreement was recorded at the Interstate Commerce Commission on November 10, 1971 in Recordation No. 6405.

NOW, THEREFORE, in consideration of the premises Conrail does hereby acknowledge and confirm for the public record the termination of the Lease Agreement, and all rights and obligations arising under the Lease Agreement with respect to 50 SW-1500 locomotives numbered CR 9510-9559, inclusive (formerly PC 9510-9559, inclusive, respectively).

IN WITNESS WHEREOF, Conrail has executed or caused this Notice to be executed as of the date first above written.

CONSOLIDATED RAIL CORPORATION

By: Thomas J. McGowan

Its: Asst. Treasurer

Commonwealth of Pennsylvania)
) ss.
City of Philadelphia)

On this 30 day of December, 1998, before me personally appeared Thomas J. McGowan, to me personally known, who, being by me duly sworn, says that (s)he is Asst. Treasurer of Consolidated Rail Corporation, and that (s)he is duly authorized to sign the foregoing instrument on behalf of Consolidated Rail Corporation and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of Consolidated Rail Corporation.

Suzanne J. Rossomando
Notary Public

My commission expires:

NOTARIAL SEAL
Suzanne J. Rossomando, Notary Public
City of Philadelphia, Phila County
My Commission Expires June 28, 1999