

RECORDATION NO. 19622-F FILED

ALVORD AND ALVORD
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OCT 24 '00 11-32 AM
TS
SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

October 24, 2000

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 Revocation of Consent and Agreement, dated September 29, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Security Agreement and Assignment of Lease which was previously filed with the Board under Recordation Number 19622.

The name and address of the party to the enclosed document are:

Consolidated Rail Corporation
2001 Market Street
P.O. Box 41418
Philadelphia, PA 19101-1418

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

28 GP38-2 locomotives CR 8224 - CR 8251 and 28 GP38-2 locomotives
CR 8252 - CR 8281 (excluding 8264 and 8272)

Mr. Vernon A. Williams
October 24, 2000
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A short summary of the document to appear in the index follows:

Revocation of Consent and Agreement by Consolidated Rail Corporation covering 28 GP38-2 locomotives CR 8224 - CR 8251 and 28 GP38-2 locomotives CR 8252 - CR 8281 (excluding 8264 and 8272) .

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

REVOCATION OF CONSENT AND AGREEMENT

This Revocation of Consent and Agreement (this "Revocation of Consent") dated as of September 29, 2000 is executed and delivered by Consolidated Rail Corporation ("Conrail") to First Union Commercial Corporation, successor to First Fidelity Bank, N.A. ("Lender").

BACKGROUND

A. Conrail is the Lessee under that certain Railroad Equipment Lease dated as of September 29, 1995 (the "Lease") with Allfirst Bank (formerly known as The First National Bank of Maryland) ("Lessor"). Conrail received a copy of the Security Agreement and Assignment of Lease dated as of September 29, 1995 (the "Security Agreement") executed by and between Lessor as Debtor and Lender as Secured Party.

B. Conrail executed and delivered to Lender a Consent and Agreement (the "Consent") dated as of September 29, 1995 whereby Conrail consented to the Security Agreement in favor of Lender and to the assignment of the Lease and Collateral (as defined in the Security Agreement) to Lender and agreed that the rights, powers, privileges and other benefits assigned to Lender under the Security Agreement and all remedies of Lessor under the Lease may be enforced by Lender separate and apart from and without joinder of Lessor.

C. On September 29, 2000, Lender delivered to Conrail a Notice of Termination of Security Agreement and Assignment of Lease.

NOW THEREFORE, the undersigned hereby agrees as follows:

SECTION 1. Revocation of Consent. Conrail hereby acknowledges the termination of the Security Agreement and revokes the Consent.

IN WITNESS WHEREOF, Conrail has caused its duly authorized officer to execute this Revocation of Consent as of the date set forth above.

CONSOLIDATED RAIL CORPORATION

RECORDATION NO. 19622-E FILED

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SURFACE TRANSPORTATION BOARD

By: Thomas J. McFadden
Thomas J. McFadden,
Treasurer

COUNTY OF PHILADELPHIA, COMMONWEALTH OF PENNSYLVANIA, TO WIT:

I HEREBY CERTIFY, that on this 19th day of September, 2000, before me, personally appeared Thomas J. McFadden, to me personally known, who being by me duly sworn, says that he is the Treasurer of Consolidated Rail Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

AS WITNESS my hand and notarial seal.

[SEAL]

Kathleen M. Turner
Notary Public

My Commission Expires: 9-29-03

