

BALL JANIK LLP

A T T O R N E Y S

1455 F STREET, NW, SUITE 225
WASHINGTON, D.C. 20005

TELEPHONE 202-638-3307
FACSIMILE 202-783-6947

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

RECORDATION NO. 6590-B FILED

SEP - 6 '00 12-15 PM

SURFACE TRANSPORTATION BOARD

lgitomer@bjllp.com

September 6, 2000

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

Dear Secretary Williams:

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

The document is a Termination of Temporary Railroad Equipment Lease, a secondary document, dated as of August 21, 2000. The primary document to which this is connected is recorded under Recordation No. 6590. We request that this document be recorded under Recordation No. 6590-B.

The names and addresses of the parties to the Termination of Temporary Railroad Equipment Lease are:

Lessor:

General Motors Corporation (Electro-Motive Division), successor-in-interest to
EL-PCTC Leasing Company
9301 W. 55th Street
LaGrange, IL 60525

Lessee:

Consolidated Rail Corporation
2001 Market Street, 16th Floor
Philadelphia, PA 19103

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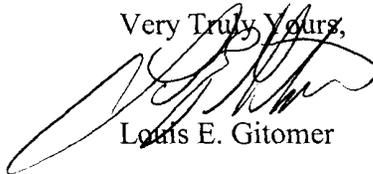
A description of the equipment covered by the Termination of Temporary Railroad Equipment Lease consists of 100 GP-38-2 2000 horsepower diesel electric locomotive numbered PC 7940-8039, inclusive.

A fee of \$26.00 is enclosed. Please return three originals 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 Termination of Temporary Railroad Equipment Lease between General Motors Corporation (Electro-Motive Division), successor-in-interest to EL-PCTC Leasing Company, 9301 W. 55th Street, LaGrange, IL 60525, and Consolidated Rail Corporation, 2001 Market Street, 16th Floor, Philadelphia, PA 19103, covering 100 GP-38-2 2000 horsepower diesel electric locomotive numbered PC 7940-8039, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

TERMINATION OF TEMPORARY RAILROAD EQUIPMENT LEASE

This Termination of Temporary Railroad Equipment Lease dated as of August 21, 2000 (the "Termination") terminates the Temporary Railroad Equipment Lease, dated as of May 8, 1972 (the "Lease"), between General Motors Corporation (Electro-Motive Division), successor in interest to EL-PCTC Leasing Corporation ("EL-PCTC"), as lessor, and Consolidated Rail Corporation as successor in interest to George P. Baker, Richard C. Bond, Jervis Langdon, Jr., and Willard Wirtz, Trustees of the Property of Penn Central Transportation Company, Debtor, as lessee ("Penn Central"), as amended by the Amendment dated July 25, 1972 between EL-PCTC, as lessor, and Penn Central, as lessee.

WHEREAS, EL-PCTC and Penn Central executed a Temporary Railroad Equipment Lease, dated as of May 8, 1972, and an Amendment dated July 25, 1972 relating to the equipment described in Exhibit A hereto ("Locomotives");

WHEREAS, the Lease and the Amendment were duly filed for recordation with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on May 9, 1972 under Recordation No. 6590, and July 26, 1972 under Recordation No. 6590-A, respectively; and

WHEREAS, EL-PCTC and Penn Central desire to terminate and cancel the Lease and Amendment and to record this termination and cancellation;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, EL-PCTC and Penn Central agree as follows:

1. EL-PCTC and Penn Central hereby terminate and cancel the Lease and Amendment.
2. EL-PCTC and Penn Central agree to record this Termination with the Surface Transportation Board so as to release the lien against the Locomotives constituted by the Lease and Amendment.

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3. This Termination may be executed by the parties in any number of counterparts, each executed counterpart constituting an original but altogether one and the same instrument.

IN WITNESS WHEREOF, the parties have caused this Termination to be duly executed and delivered by their authorized officers as of the day and year first above written.

GENERAL MOTORS CORPORATION
(ELECTRO-MOTIVE DIVISION) successor-in-
interest to EL-PCTC Leasing Company

By: *Keith A. McCanless*
Name: _____
Title: _____

Keith A. McCanless Treasurer Electro-Motive Division General Motors Corporation
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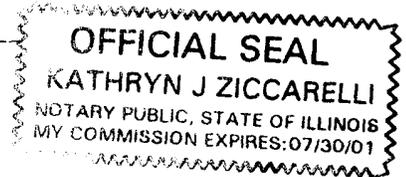
CONSOLIDATED RAIL CORPORATION,
successor in interest to George P. Baker, Richard C.
Bond, Jervis Langdon, Jr., and Willard Wirtz,
Trustees of the Property of Penn Central
Transportation Company, Debtor

By: *Thomas J. McFadden*
Name: THOMAS J. MCFADDEN
Title: TREASURER

State of Illinois)
) ss.
County of Cook)

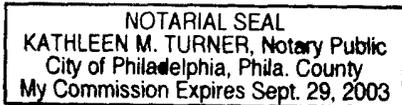
On this ^{August} 21st day of ~~June~~, 2000, before me personally appeared Keith A. McCasless, to me personally known, who, being by me duly sworn, says that (s)he is Treasurer of General Motors Corporation (Electro-Motive Division), and that (s)he is duly authorized to sign the foregoing instrument on behalf of General Motors Corporation (Electro-Motive Division) and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of General Motors Corporation (Electro-Motive Division).

Kathryn J. Ziccarelli
Notary Public
My commission expires:



State of PENNSYLVANIA)
) ss.
County of PHILADELPHIA)

On this ^{August} 30th day of ~~June~~, 2000, before me personally appeared Thomas J. McFadden, to me personally known, who, being by me duly sworn, says that (s)he is 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.



Kathleen M. Turner
Notary Public
My commission expires: SEPT. 29, 2003

EXHIBIT A

One hundred GP-38-2 2000 horsepower diesel electric locomotives numbered PC 7940-8039, inclusive.