

RECORDATION NO. 20035 <sup>N</sup> FILED **MAYER • BROWN**

MAY 26 '10 -11 57 AM

**SURFACE TRANSPORTATION BOARD**

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May 26, 2010

VIA HAND DELIVERY

Cynthia T. Brown  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Attn: Regina Smith

Re: Recordation No. 20035; Fourteen EMD SD80MAC Locomotives

Dear Ms. Brown:

Enclosed are an original and two copies of the documents described below, to be recorded pursuant to 49 U.S.C. § 11301:

Notarized Release Re Silver Locomotive Lease Units  
Bill of Sale for Silver Locomotive Lease Co., Ltd.  
Notice to the Custodian for Silver Locomotive Lease Co., Ltd.

The primary document to which these secondary documents are connected is recorded under Recordation No. 20035.

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

**Seller:** Silver Locomotive Lease Co., Ltd.  
Caledonian House, Mary Street  
P.O. Box 1043  
George Town, Grand Cayman, Cayman Islands

**Buyer:** Consolidated Rail Corporation  
1717 Arch Street, 32<sup>nd</sup> Floor  
Philadelphia, PA 19103

**Custodian:** Morgan, Lewis & Bockius, LLP  
1701 Market Street  
Philadelphia, PA 19103

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

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Fourteen (14) EMD SD80MAC locomotives originally CR 4114 through CR 4127; currently NYC 807 through NYC 811 and PRR 7207 through PRR 7215)

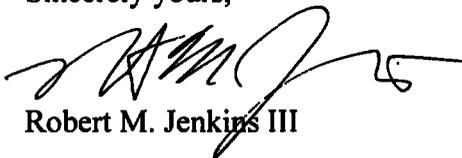
Also enclosed is a check in the amount of \$123.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

A short summary of the documents to appear in the index as follows:

Release of Lien, Bill of Sale, and Notice to Custodian

Kindly return the original and one stamped copy of this letter and the enclosed documents to the undersigned.

Sincerely yours,

A handwritten signature in black ink, appearing to read "R. M. Jenkins III", with a long horizontal flourish extending to the right.

Robert M. Jenkins III

Attorney for Consolidated Rail Corporation

Enclosures

CERTIFICATE

I hereby certify that I have compared the copies of the Notarized Release Re Silver Locomotive Lease Units, Bill of Sale for Silver Locomotive Lease Co., Ltd., and Notice to the Custodian for Silver Locomotive Lease Co., Ltd. with the original documents and found them to be complete and identical in all respects.

  
\_\_\_\_\_  
Notary Public

My Commission Expires: \_\_\_\_\_  
**MARCELLA BOWIE**  
**Notary Public, District of Columbia**  
**My Commission Expires May 14, 2011**

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SURFACE TRANSPORTATION BOARD

**BILL OF SALE**

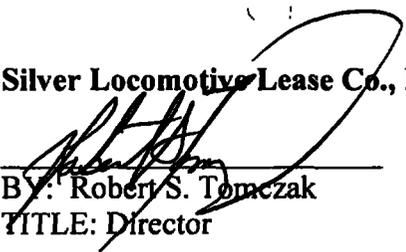
**KNOW ALL MEN BY THESE PRESENTS THAT:** The undersigned, Silver Locomotive Lease Co., Ltd., (hereinafter called the "SELLER"), in consideration of good and valuable consideration paid by Consolidated Rail Corporation (hereinafter called the "Buyer") receipt of which is hereby acknowledged, does hereby sell, grant, transfer and deliver unto Consolidated Rail Corporation, a Pennsylvania corporation, with a place of business at 1717 Arch Street, Philadelphia, PA 19103, its successors and assigns, all right, title, and interest of Seller in and to the units described in Schedule A hereto, (the "Equipment"). Title to the Equipment shall pass to Buyer upon execution of the Bill of Sale by Seller TO HAVE AND TO HOLD FOREVER.

THE EQUIPMENT IS SOLD, AS-IS, WHERE-IS, WITHOUT RECOURSE TO SELLER, AND WITHOUT REPRESENTATION OR WARRANTY AS TO MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE OR ANY OTHER REPRESENTATION OR WARRANTY OF ANY KIND WHATSOEVER, EXPRESS OR IMPLIED, BY SELLER, except that Seller represents that the Equipment being conveyed hereby is free of all Lessor's Liens (as defined in the Lease Agreement dated as of 30 April 1996 between Seller as lessor and Buyer as lessee in relation to the Equipment).

This Bill of Sale will be governed by the laws of the Commonwealth of Pennsylvania.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be executed and delivered by its duly authorized officer this 30<sup>th</sup> day of April, 2010.

Silver Locomotive Lease Co., Ltd.

  
BY: Robert S. Tomczak  
TITLE: Director

Schedule A

*Silver Locomotive Lease  
Units*

Conrail Lease Reference: L196A

**SD80MAC  
Locomotives**

Original		Current	
Initial	Unit Number	Initial	Unit Number
CR	4114	PRR	7207
CR	4115	PRR	7208
CR	4116	NYC	807
CR	4117	PRR	7209
CR	4118	PRR	7210
CR	4119	PRR	7211
CR	4120	PRR	7212
CR	4121	NYC	809
CR	4122	NYC	809
CR	4123	PRR	7213
CR	4124	NYC	810
CR	4125	NYC	811
CR	4126	PRR	7214
CR	4127	PRR	7215