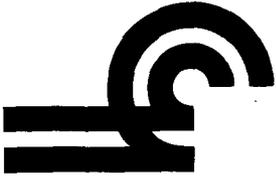


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November 24, 1993

VIA HAND DELIVERY

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

**Re: Release of Liens by Bank of America National Trust Company, as
successor to Mellon Bank, N.A.**

Dear Secretary Strickland:

Enclosed are an original and three originally executed counterparts of the secondary document described below. The secondary document described below is related to the primary document Interim Conditional Sale Agreement, dated April 15, 1977, between General Electric Company ("GE") and United States Trust Company of New York ("US Trust") which was recorded with the Interstate Commerce Commission under Recordation No. 8804, along with the following secondary documents: Interim Agreement and Assignment dated as of April 15, 1977 between GE and JP Morgan Interfunding Company ("JP Morgan") (Recordation No. 8804A); Interim Lease of Railroad Equipment dated as of April 15, 1977 between Consolidated Rail Corporation ("Conrail") and US Trust, (Recordation. No. 8804D); Interim Assignment of Lease Agreement dated as of April 15, 1977 between US Trust and JP Morgan (Recordation No. 8804E); Conditional Sale Agreement dated as of April 15, 1977 between GE and US Trust, as trustee under a Trust Agreement (A), (Recordation No. 8804F); Agreement and Assignment dated as of April 15, 1977 between GE and JP Morgan (Recordation No. 8804G); Supplemental Assignment dated as of April 15, 1977 between JP Morgan and Mellon Bank, N.A. ("Mellon") (Recordation No. 8804J); Lease of Railroad Equipment dated as of April 15, 1977 between Conrail and US Trust (Recordation No. 8804K), Assignment of Lease, Reassignment and Agreement dated as of April 15, 1977 between US Trust and JP Morgan (Recordation No. 8804L); and Amendment Agreement among Conrail, US Trust, Mellon, GE and General Motors Corporation (Recordation No.

Edmund M. Lucia

Mr. Sidney L. Strickland, Jr.
November 24, 1993
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8804M), all of which were duly filed in accordance with Section 11303, Title 49, of the United States Code.

The enclosed secondary document, Release of Liens, described below, was executed by Bank of America National Trust Company as successor to Mellon in connection with the aforementioned documents on November 18, 1993 and is to be recorded pursuant to Section 11303, Title 49, of the United States Code.

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

Release of Liens

Debtor:

Consolidated Rail Corporation
2001 Market Street
P.O. Box 41425
Philadelphia, PA 19101-1425

Secured Party

Bank of America Trust Company
as successor to Mellon Bank, N.A.
Corporate Trust Department
2 Rector Street
New York, NY 10006

The description of the equipment covered by the aforesaid Release of Liens is as follows:

Ten (10) U 23-B Locomotives, bearing road numbers 2789 through 2798, inclusive; Ten (10) C 30-7 Locomotives, bearing road numbers 6600 through 6609 inclusive, and Seventeen (17) B 23-7 Locomotives bearing road number 2800 through 2816, inclusive.

A fee of eighteen dollars (\$18.00) is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

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Cheryl A. Cook, Esquire
Consolidated Rail Corporation
2001 Market Street
P.O. Box 41416
Philadelphia, PA 19101-1416

A short summary of the document to appear in the index follows:

Release of Liens: Release of Liens, dated as of November 18, 1993, by Bank of America National Trust Company, as successor to Mellon Bank, N.A., 2 Rector Street, New York, NY 10006, under an Interim Conditional Sales Agreement dated as of April 15, 1977 between General Electric and US Trust Company of New York and Consolidated Rail Corporation, 2001 Market Street, P.O. Box 41425, Philadelphia, Pennsylvania 19101-1425, and related agreements, including a Supplemental Assignment Agreement and Amendment Agreement among, *inter alia*, Consolidated Rail Corporation, JP Morgan Interfunding Company, United States Trust Company of New York and Mellon Bank, N.A., the Secured Party, covering ten (10) U 23-B Locomotives, bearing road numbers 2789 through 2798, inclusive; ten (10) C 30-7 Locomotives, bearing road numbers 6600 through 6609 inclusive, and seventeen (17) B 23-7 Locomotives bearing road number 2800 through 2816, inclusive.

If you have any questions, please call the undersigned at the number set forth below

Very truly yours,



Cheryl Anne Cook
Associate General Counsel
16-A Two Commerce Square
Phila., PA 19101-1416
(215) 209-5042
(215) 209-4819 (Fax)

/dr
Enclosure

RELEASE

8804-8
NOV 04 1993 10 10 AM

This Release dated as of November 18, 1993, is made by Bank of America National Trust Company, as Successor to Mellon Bank, N.A., Agent.

1. Reference is made to the equipment listed on Schedule A attached hereto (the "Equipment"), which is subject to an Interim Conditional Sale Agreement dated as of April 15, 1977, between General Electric Company and United States Trust Company of New York, as Trustee (Recordation No. 8804); Interim Agreement and Assignment dated as of April 15, 1977, between General Electric Company and J. P. Morgan Interfunding Corporation (Recordation No. 8804A); Interim Lease of Railroad Equipment dated as of April 15, 1977 between Consolidated Rail Corporation and United States Trust Company of New York, as Trustee (Recordation No. 8804D); Interim Assignment of Lease and Agreement dated as of April 15, 1977, between United States Trust Company of New York and J. P. Morgan Interfunding Corporation (Recordation Number 8804E); Conditional Sale Agreement dated as of April 15, 1977 between General Electric Company and United States Trust Company of New York, as Trustee under Trust Agreement (A) (Recordation No. 8804F); Agreement and Assignment dated as of April 15, 1977 between General Electric Company and J. P. Morgan Interfunding Corporation (Recordation No. 8804G); Supplemental Assignment dated as of April 15, 1977 between J. P. Morgan Interfunding Corporation and Mellon Bank, N.A. (Recordation No. 8804J); Lease of Railroad Equipment (A) dated as of April 15, 1977 between Consolidated Rail Corporation and United States Trust Company of New York, as Trustee under Trust Agreement (A) (Recordation No. 8804K); Assignment of Lease, Reassignment and Agreement dated as of April 15, 1977 between United States Trust Company of New York, as Trustee under Trust Agreement (A) and J. P. Morgan Interfunding Corporation (Recordation No. 8804L); Amendment Agreement dated as of April 15, 1977 among Consolidated Rail Corporation, United States Trust Company of New York, J. P. Morgan Interfunding Corporation, Mellon Bank, N.A., General Electric Company and General Motors Corporation (Recordation No. 8804M) (collectively hereinafter the "Agreements"), which were duly filed in accordance with 49 U.S.C. 11303 (formerly Section 20c of the Interstate Commerce Act).

2. Bank of America National Trust Company, as Successor to Mellon Bank, N.A., Agent, hereby releases any and all liens, claims and other encumbrances on the Equipment as granted to it, pursuant to said Agreements.

IN WITNESS WHEREOF, Bank of America National Trust Company has caused this Release to be duly executed by its authorized officer as of the day and year first written above.

By:



Trust Officer

Title:

State of: New York
County of: Queens

On this 18th day of November, 1993 before me personally appeared Ken Rothchild, to me personally known, who, being duly sworn, says that [she/he] is a Trust Officer of Bank America, that said instrument was signed on November 18, 1993 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 18th day of November 1993

ROBERT LAU
Notary Public, State of New York
No. 41-4853782
Qualified in Queens County
Commission Expires May 5 1994

[Signature]
Notary Public

EQUIPMENT SCHEDULE

<u>Equipment Description</u>	<u>Quantity</u>	<u>Identification Numbers</u>
U23-B Locomotives	10	2789 - 2798
C30-7 Locomotives	10	6600 - 6609
B23-7 Locomotives	17	2800 - 2816