

ALVORD AND ALVORD
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
ROBERT W. ALVORD (2011)

September 3, 2014

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Sublease and Release of Sublease Assignments, dated as of August 29, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Sublease and Assignment previously filed with the Board under Recordation Number 20204-D.

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

Senior Lessor:	GE Capital Business Asset Funding Corporation), as assignee of Pitney Bowes Credit Corporation 6464 185th Avenue Ne Redmond, WA 98052
Sublessor:	Consolidated Rail Corporation 2001 Market Street Philadelphia, PA 19101
Sublessee:	Norfolk Southern Railway Company (successor in interest to PRR Newco, Inc.) 110 Franklin Road Roanoke, VA 24042

Guarantor: CSX Transportation, Inc.
100 North Charles Street
Baltimore, MD 21201

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

All railcars covered by the Memorandum of Sublease and Assignment previously filed with the Board under Recordation Number 20204-D are released and terminated.

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

Termination of Sublease and Release of Sublease Assignments.

Also enclosed is a check in the amount of \$43.00 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,



Edward M. Luria

EML/sem
Enclosures

TERMINATION OF SUBLEASE
AND RELEASE OF SUBLEASE ASSIGNMENTS

The undersigned, Consolidated Rail Corporation, Sublessor and Assignor ("Sublessor"), and Norfolk Southern Railway Company (on its own behalf and as successor by merger to PRR Newco Inc.), Sublessee ("Sublessee"), publish this notice, and each of them hereby acknowledges, confirms and agrees that the Sublease of Railroad Equipment PRR-N2196 dated as of August 27, 2004 (the "Sublease"), between Sublessor and Sublessee, as described in the Memorandum of Sublease and Assignment PRR-N2196 (the "Memorandum"), is hereby terminated.

The Memorandum was originally filed with the Surface Transportation Board on August 20, 2004 at 3:40 PM under Recordation Number 20204-D and filed with the RGC on August 20, 2004 under Document Key 15761 and covers the railcars listed therein.

The Memorandum also recites that the Sublease was assigned by Sublessor to Pitney Bowes Credit Corporation, since assigned to GE Commercial Finance Business Property Corporation (formerly known as GE Capital Business Asset Funding Corporation) ("Senior Lessor"), as security for Sublessor's obligations under a senior lease, pursuant to the Assignment of Sublease PRR-N2196 by Sublessor in favor of Senior Lessor (the "Assignment"). Senior Lessor hereby releases its rights under the Assignment and all of its rights, obligations, and security interests in the Sublease and agrees with Sublessee that such Assignment is hereby terminated.

The Memorandum also recites that the Sublease was assigned by Sublessee to CSX Transportation Inc. ("CSXT") pursuant to, and as security for Sublessee's obligations under, a Cross-Assignment of Lease and Agreement among Sublessor, Sublessee and CSXT (the "Cross-Assignment"). CSXT hereby releases its rights under the Cross-Assignment, solely as they relate to the Sublease, and all of its rights, obligations, and security interests in the Sublease.

[Signatures appear on following pages.]

IN WITNESS WHEREOF, Consolidated Rail Corporation, Norfolk Southern Railway Company (on its own behalf and as successor by merger to PRR Newco Inc.), GE Capital Business Asset Funding Corporation, as assignee of Pitney Bowes Credit Corporation, and CSX Transportation, Inc. each have caused this instrument to be executed by its respective officers thereunto duly authorized this 29th day of August, 2014.

Consolidated Rail Corporation, Sublessor

By: A. D. Carlini
Name: Anthony D. Carlini
Title: Vice President – Chief Administrative
Officer & Treasurer

Norfolk Southern Railway Company Sublessee
(on its own behalf and as successor in interest to
PRR Newco Inc.)

By: _____
Name:
Title:

GE Capital Business Asset Funding Corporation,
as assignee of Pitney Bowes Credit Corporation,
Senior Lessor

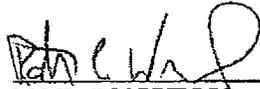
By: _____
Name: Christopher Smyth
Title: Sr. Account Manager

CSX Transportation, Inc.

By: _____
Name:
Title:

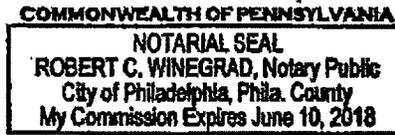
STATE OF PENNSYLVANIA)
)
COUNTY OF PHILADELPHIA)

On this 28th day of AUGUST, 2014, before me personally appeared Anthony D. Carlini, to me personally known, who, being by me duly sworn, said that he is Vice President – Chief Administrative Officer and Treasurer of Consolidated Rail Corporation, that he is authorized to execute the foregoing instrument on behalf 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 foregoing instrument was the free act and deed of the corporation.



NOTARY PUBLIC

My commission expires:



STATE OF _____)
)
COUNTY OF _____)

On this _____ day of _____, 2014, before me personally appeared _____, to me personally known, who, being by me duly sworn, said that he/she is _____ of Norfolk Southern Railway Company, that he/she is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

NOTARY PUBLIC

My commission expires:

STATE OF PENNSYLVANIA)
)
COUNTY OF PHILADELPHIA)

On this _____ day of _____, 2014, before me personally appeared Anthony D. Carlini, to me personally known, who, being by me duly sworn, said that he is Vice President – Chief Administrative Officer and Treasurer of Consolidated Rail Corporation, that he is authorized to execute the foregoing instrument on behalf 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 foregoing instrument was the free act and deed of the corporation.

NOTARY PUBLIC

My commission expires:

STATE OF VIRGINIA)
)
COUNTY OF ROANOKE)

On this 29 day of AUGUST, 2014, before me personally appeared MARK STANLITZON, to me personally known, who, being by me duly sworn, said that he/she is GROUP VP of Norfolk Southern Railway Company, that he/she is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

Patricia W Nicolaysen
NOTARY PUBLIC

My commission expires: 7-31-2016

PATRICIA W. NICOLAYSEN
NOTARY PUBLIC
Commonwealth of Virginia
Reg. #289357
My Commission Expires July 31, 2016

IN WITNESS WHEREOF, Consolidated Rail Corporation, Norfolk Southern Railway Company (on its own behalf and as successor by merger to PRR Newco Inc.), GE Commercial Finance Business Property Corporation, as assignee of Pitney Bowes Credit Corporation, and CSX Transportation, Inc each have caused this instrument to be executed by its respective officers thereunto duly authorized this 29th day of August, 2014.

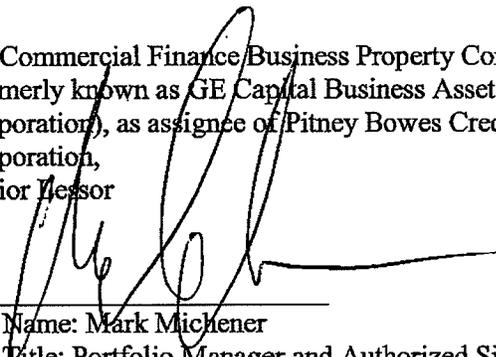
Consolidated Rail Corporation, Sublessor

By: _____
Name: Anthony D. Carlini
Title: Vice President – Chief Administrative
Officer & Treasurer

Norfolk Southern Railway Company Sublessee
(on its own behalf and as successor in interest to
PRR Newco Inc.)

By: _____
Name:
Title:

GE Commercial Finance Business Property Corporation
(formerly known as GE Capital Business Asset Funding
Corporation), as assignee of Pitney Bowes Credit
Corporation,
Senior Lessor

By:  _____
Name: Mark Michener
Title: Portfolio Manager and Authorized Signatory

CSX Transportation, Inc.

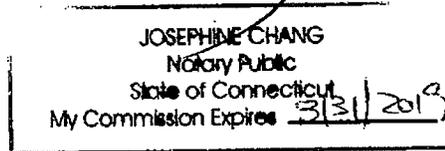
By: _____
Name:
Title:

STATE OF CONNECTICUT)
) ss.:
COUNTY OF FAIRFIELD)

On the 29th day of August, 2014, before me a notary public in and for the State of Connecticut, personally appeared Mark Michener, known to me who, being by me duly sworn, did depose and say that he is a Portfolio Manager and Authorized Signatory of GE Commercial Finance Business Property Corporation, who executed the foregoing instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official stamp the day and year in this certificate first above written.

Josephine Chang
Notary Public, State of Connecticut
Registration No. 137635
Recorded in the Notary Public Records
of Town of Danbury
Commission Expires March 31, 2019



IN WITNESS WHEREOF, Consolidated Rail Corporation, Norfolk Southern Railway Company (on its own behalf and as successor by merger to PRR Newco Inc.), GE Commercial Finance Business Property Corporation, as assignee of Pitney Bowes Credit Corporation, and CSX Transportation, Inc .each have caused this instrument to be executed by its respective officers thereunto duly authorized this 29th day of August, 2014.

Consolidated Rail Corporation, Sublessor

By: _____
Name: Anthony D. Carlini
Title: Vice President – Chief Administrative Officer & Treasurer

Norfolk Southern Railway Company Sublessee
(on its own behalf and as successor in interest to PRR Newco Inc.)

By: _____
Name:
Title:

GE Commercial Finance Business Property Corporation
(formerly known as GE Capital Business Asset Funding Corporation), as assignee of Pitney Bowes Credit Corporation,
Senior Lessor

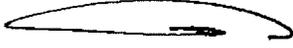
By: _____
Name: Mark Michener
Title: Portfolio Manager and Authorized Signatory

CSX Transportation, Inc.

By: 
Name: Andrew C. Blumenthal
Title: VP - Country Manager

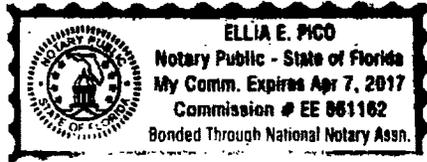
STATE OF FLORIDA)
COUNTY OF Duval)

On this 29th day of August, 2014, before me personally appeared Andrew Glassman to me personally known, who, being by me duly sworn, said that he/she is VP Operations Finance of CSX Transportation, Inc., that he/she is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.



NOTARY PUBLIC

My commission expires: 4/7/2017



CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 9/3/14

Edward M Luria
Edward M. Luria