

RECORDATION NO 19113-J FILED
January 02, 2014 04:15 PM
SURFACE TRANSPORTATION BOARD

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

January 2, 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 Notice of Termination of Sublease and Release of Sublease Assignment, dated as of January 2, 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 19113-D.

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

Senior Lessor:	U.S. Bank National Association (successor to Meridian Trust Company) Two Liberty Place 50 South 16 th Street Philadelphia, PA 19102
Sublessee:	Norfolk Southern Railway Company (as successor in interest to PRR Newcom, Inc.) 110 Franklin Road, S.E. Roanoke, VA 24042
Sublessor:	Consolidated Rail Corporation 1000 Howard Boulevard, Fourth Floor Mt. Laurel, NJ 08054

Chief,
Section of Administration
January 2, 2014
Page 2

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

All railcars covered by the Memorandum of Sublease and Assignment filed with the Board under Recordation Number 19113-D are TERMINATED.

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

Notice of Termination of Sublease and Release of Sublease Assignment.

Also enclosed is a check in the amount of \$44.00 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

**NOTICE OF TERMINATION OF SUBLEASE AND RELEASE
OF SUBLEASE ASSIGNMENT**

The undersigned, Consolidated Rail Corporation, Sublessor and Assignor, and Norfolk Southern Railway Company (on its own behalf and as successor in interest to PRR Newco Inc.), Sublessee, publish this notice, and each of them hereby acknowledges and confirms, that the sublease described in the Memorandum of Sublease and Assignment PRR-N1794 (the "Memorandum"), among Consolidated Rail Corporation Sublessor, PRR Newco Inc., Sublessee, and Norfolk Southern Railway Company, Guarantor, dated August 12, 2004 has been terminated.

The Memorandum was originally filed with the Surface Transportation Board on August 17, 2004 at 2:45 p.m. under Recordation Number 19113-D and filed with the RGC on August 20, 2004 under Document Key 15782 and covers the railcars listed therein:

The Memorandum also recites that the sublease was assigned to Wachovia Bank, N.A., not in its individual capacity but solely as Trustee, since succeeded by U.S. Bank, National Association ("Senior Lessor") as security for Sublessor's obligations under a senior lease. Senior Lessor hereby releases its rights under the assignment and all of its rights, obligations, and security interests in the sublease.

IN WITNESS WHEREOF, Consolidated Rail Corporation, Norfolk Southern Railway Company (on its own behalf and as successor in interest to PRR Newco Inc.) and U.S. Bank National Association each have caused this instrument to be executed by its respective officers thereunto duly authorized this 2nd day of January, 2014.

Consolidated Rail Corporation, Sublessor

By: Anthony 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: Judy K. Sublett

Title: Assistant Treasurer

U.S. Bank National Association,
not in its individual capacity but solely as Trustee,
Senior Lessor

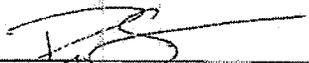
By: _____

Name: Stephen Kaba

Title: Vice President

STATE OF PENNSYLVANIA)
)
COUNTY OF PHILADELPHIA)

On this 11th day of DECEMBER, 2013, 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:

COMMONWEALTH OF PENNSYLVANIA
NOTARIAL SEAL
RACHAEL GRAY SHIPKIN, Notary Public
City of Philadelphia, Phila. County
My Commission Expires October 6, 2014

**NOTICE OF TERMINATION OF SUBLEASE AND RELEASE
OF SUBLEASE ASSIGNMENT**

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The Memorandum also recites that the sublease was assigned to Wachovia Bank, N.A., not in its individual capacity but solely as Trustee, since succeeded by U.S. Bank, National Association ("Senior Lessor") as security for Sublessor's obligations under a senior lease. Senior Lessor hereby releases its rights under the assignment and all of its rights, obligations, and security interests in the sublease.

IN WITNESS WHEREOF, Consolidated Rail Corporation, Norfolk Southern Railway Company (on its own behalf and as successor in interest to PRR Newco Inc.) and U.S. Bank National Association each have caused this instrument to be executed by its respective officers thereunto duly authorized this 11 day of Dec, 2014.

Consolidated Rail Corporation, Sublessor

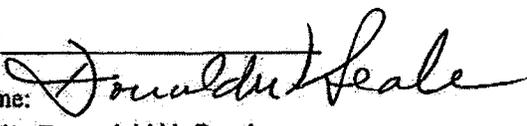
By: _____

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: Donald W. Seale

Executive Vice President & CMO

U.S. Bank National Association,
not in its individual capacity but solely as Trustee,
Senior Lessor

By: _____

Name: Stephen Kaba

Title: Vice President

STATE OF Virginia)
City)
COUNTY OF Norfolk)

On this 11th day of December, 2014, before me personally appeared Donald W. Seale -
to me personally known, who, being by me duly sworn, said that he/she is: EVA & CMO 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.

Sherly D. Haymaker
NOTARY PUBLIC

My commission expires: Commission ID No. 7024286
My Commission Expires 07/31/2014



**NOTICE OF TERMINATION OF SUBLEASE AND RELEASE
OF SUBLEASE ASSIGNMENT**

The undersigned, Consolidated Rail Corporation, Sublessor and Assignor, and Norfolk Southern Railway Company (on its own behalf and as successor in interest to PRR Newco Inc.), Sublessee, publish this notice, and each of them hereby acknowledges and confirms, that the sublease described in the Memorandum of Sublease and Assignment PRR-N1794 (the "Memorandum"), among Consolidated Rail Corporation Sublessor, PRR Newco Inc., Sublessee, and Norfolk Southern Railway Company, Guarantor, dated August 12, 2004 has been terminated.

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IN WITNESS WHEREOF, Consolidated Rail Corporation, Norfolk Southern Railway Company (on its own behalf and as successor in interest to PRR Newco Inc.) and U.S. Bank National Association each have caused this instrument to be executed by its respective officers thereunto duly authorized this 2nd day of February, 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: _____

U.S. Bank National Association,
not in its individual capacity but solely as Trustee,
Senior Lessor

By: Stephen Kaba
Name: Stephen Kaba
Title: Vice President

STATE OF Pennsylvania)
)
COUNTY OF Philadelphia)

On this 2nd day of JANUARY, 2014, before me personally appeared Stephen Kaba, to me personally known, who, being by me duly sworn, said that he/she is Vice President of U.S. Bank National Association, 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.

Eileen Cassidy
NOTARY PUBLIC

My commission expires:

NOTARIAL SEAL
EILEEN CASSIDY
Notary Public
PHILADELPHIA CITY, PHILADELPHIA CNTY.
My Commission Expires Aug 9, 2015

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: 1/2/14

Edward M. Luria
Edward M. Luria