

RECORDATION NO 19113-K 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-E.

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:	CSX Transportation, Inc. 500 Water Street J-220 Jacksonville, FL 32202
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-E 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 CSX Transportation, Inc. (on its own behalf and as successor in interest to NYC 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 NYC-N1794 (the "Memorandum"), among Consolidated Rail Corporation Sublessor, NYC Newco Inc., Sublessee, and CSX Transportation, Inc., 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-E and filed with the RGC on August 20, 2004 under Document Key 15781 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, CSX Transportation, Inc. (on its own behalf and as successor in interest to NYC 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

CSX Transportation, Inc., Sublessee

(on its own behalf and as successor in interest to
NYC Newco Inc.)

By: _____

Name: Andrew L. Glassman

Title: VP Finance Operations

U.S. Bank National Association,

not in its individual capacity but solely as Trustee,
Senior Lessor

By: _____

Name: Stephen Kaba

Title: Vice President

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

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IN WITNESS WHEREOF, Consolidated Rail Corporation, CSX Transportation, Inc. (on its own behalf and as successor in interest to NYC Newco Inc.) and U.S. Bank National Association each have caused this instrument to be executed by its respective officers thereunto duly authorized this ____ day of _____, 2014.

Consolidated Rail Corporation, Sublessor

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

CSX Transportation, Inc., Sublessee
(on its own behalf and as successor in interest to
NYC Newco Inc.)

By: 

Name: Andrew L. Glassman
Title: VP Finance Operations

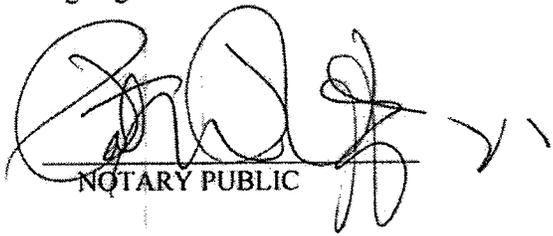
U.S. Bank National Association,
not in its individual capacity but solely as Trustee,
Senior Lessor

By: _____

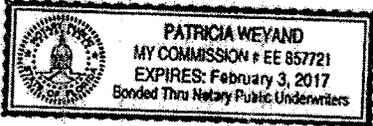
Name: Stephen Kaba
Title: Vice President

STATE OF Florida)
COUNTY OF Duval)

On this 2nd day of December, 2013, before me personally appeared Andrew L. Glassman, to me personally known, who, being by me duly sworn, said that he/she is VP Finance Operations 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: 3 February 2017



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

The undersigned, Consolidated Rail Corporation, Sublessor and Assignor, and CSX Transportation, Inc. (on its own behalf and as successor in interest to NYC 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 NYC-N1794 (the "Memorandum"), among Consolidated Rail Corporation Sublessor, NYC Newco Inc., Sublessee, and CSX Transportation, Inc., Guarantor, dated August 12, 2004 has been terminated.

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IN WITNESS WHEREOF, Consolidated Rail Corporation, CSX Transportation, Inc. (on its own behalf and as successor in interest to NYC 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.

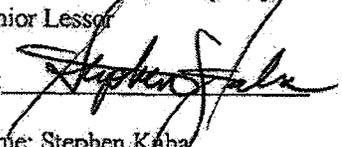
Consolidated Rail Corporation, Sublessor

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

CSX Transportation, Inc., Sublessee
(on its own behalf and as successor in interest to
NYC Newco Inc.)

By: _____
Name: Andrew L. Glassman
Title: VP Finance Operations

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

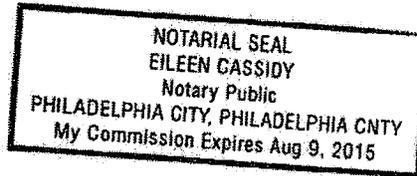
By: 
Name: Stephen Kaba
Title: Vice President

STATE OF Pennsylvania)
COUNTY OF Philadelphia)

On this 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:



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