

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

ALVORD AND ALVORD
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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 Release of Liens, 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 documents previously filed with the Commission under Recordation Numbers 19113, 19113-A, 19114 and 19114-A.

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

Indenture Trustee:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, DE 19890-0001
Owner Trustee:	U.S. Bank National Association (successor to Meridian Trust Company) Two Liberty Place 50 South 16 th Street Philadelphia, PA 19102
Lessee:	Consolidated Rail Corporation 2001 Market Street Philadelphia, PA 19101

Chief,
Section of Administration
January 2, 2014
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A description of the railroad equipment covered by the enclosed document
is:

All railcars covered by the documents filed under Recordation Numbers
19113, 19113-A, 19114 and 19114-A are RELEASED.

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

Release of Liens.

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

RELEASE OF LIENS

RELEASE OF LIENS

Dated as of January 2nd, 2014

between

**Consolidated Rail Corporation,
as Lessee**

and

**Wilmington Trust Company,
as Indenture Trustee**

THIS AGREEMENT SHALL BE FILED WITH THE SURFACE TRANSPORTATION BOARD AND DEPOSITED IN THE OFFICE OF THE REGISTRAR GENERAL OF CANADA, AND UPON SUCH FILING, EACH OF THE DOCUMENTS DESCRIBED ON EXHIBIT A ATTACHED HERETO, AND THE INTERESTS OF THE PARTIES EVIDENCED THEREBY, SHALL BE TERMINATED OR RELEASED, AS THE CASE MAY BE.

THIS SATISFACTION AND DISCHARGE AND RELEASE OF LIENS, is dated as of January 2, 2014 by Wilmington Trust Company, as Indenture Trustee (the "Indenture Trustee") under the Trust Indenture and Security Agreement dated as of December 22, 1994 between Meridian Trust Company (now U.S. Bank National Association as successor in interest to Meridian Trust Company), not in its individual capacity but solely as trustee under the Trust Agreement (the "Owner Trustee"), and the Indenture Trustee (as supplemented and amended from time to time, the "Trust Indenture"; capitalized terms used herein without definition having the respective meanings set forth in the Trust Indenture) and Consolidated Rail Corporation (the "Lessee").

1. The Indenture Trustee does hereby (i) acknowledge payment in full of all Equipment Notes issued under the Trust Indenture and (ii) release any and all of its interest and Liens under the Trust Indenture.

2. The Lessee does hereby agree that it shall, at its cost and expense, cause this Agreement to be promptly filed with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, and upon such filing, each of the documents described on Exhibit A attached hereto, and the interests of the Indenture Trustee therein, shall be terminated and released.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

Consolidated Rail Corporation,
as Lessee

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

Wilmington Trust Company,
as Indenture Trustee

By: _____
Name: Adam Vogelsong
Title: Vice President

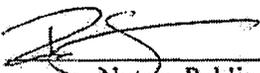
U.S. Bank National Association,
as Owner Trustee

By: _____
Name: Stephen Kaba
Title: Vice President

State of Pennsylvania)
)
County of Philadelphia) ss

On this 11th day of DECEMBER, 2013, before me, a notary public, personally appeared Anthony D. Carlini, to me personally known, who being by me duly sworn says that he is the Vice President Chief Administrative Officer and Treasurer of Consolidated Rail Corporation and that said instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)



Notary Public

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

THIS SATISFACTION AND DISCHARGE AND RELEASE OF LIENS, is dated as of January 2, 2014 by Wilmington Trust Company, as Indenture Trustee (the "Indenture Trustee") under the Trust Indenture and Security Agreement dated as of December 22, 1994 between Meridian Trust Company (now U.S. Bank National Association as successor in interest to Meridian Trust Company), not in its individual capacity but solely as trustee under the Trust Agreement (the "Owner Trustee"), and the Indenture Trustee (as supplemented and amended from time to time, the "Trust Indenture"; capitalized terms used herein without definition having the respective meanings set forth in the Trust Indenture) and Consolidated Rail Corporation (the "Lessee").

1. The Indenture Trustee does hereby (i) acknowledge payment in full of all Equipment Notes issued under the Trust Indenture and (ii) release any and all of its interest and Liens under the Trust Indenture.

2. The Lessee does hereby agree that it shall, at its cost and expense, cause this Agreement to be promptly filed with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, and upon such filing, each of the documents described on Exhibit A attached hereto, and the interests of the Indenture Trustee therein, shall be terminated and released.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

Consolidated Rail Corporation,
as Lessee

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

Wilmington Trust Company,
as Indenture Trustee

By: _____
Name: Adam Vegelsong
Title: Vice President

U.S. Bank National Association,
as Owner Trustee

By: _____
Name: Stephen Kaba
Title: Vice President

State of State of Delaware

County of New Castle County) SS

On this 10 day of December, 2013 before me, a notary public, personally appeared Adam Vogelsong, to me personally known, who being by me duly sworn says that he is the Vice President of Wilmington Trust Company, as Indenture Trustee and that said instrument was executed on behalf of said company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

(Notarial Seal)

Ramona L. Ringgold
Notary Public

My Commission Expires:



RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 09-16-2015

THIS SATISFACTION AND DISCHARGE AND RELEASE OF LIENS, is dated as of January 2, 2014 by Wilmington Trust Company, as Indenture Trustee (the "Indenture Trustee") under the Trust Indenture and Security Agreement dated as of December 22, 1994 between Meridian Trust Company (now U.S. Bank National Association as successor in interest to Meridian Trust Company), not in its individual capacity but solely as trustee under the Trust Agreement (the "Owner Trustee"), and the Indenture Trustee (as supplemented and amended from time to time, the "Trust Indenture": capitalized terms used herein without definition having the respective meanings set forth in the Trust Indenture) and Consolidated Rail Corporation (the "Lessee").

1. The Indenture Trustee does hereby (i) acknowledge payment in full of all Equipment Notes issued under the Trust Indenture and (ii) release any and all of its interest and Liens under the Trust Indenture.

2. The Lessee does hereby agree that it shall, at its cost and expense, cause this Agreement to be promptly filed with the Surface Transportation Board and deposited in the Office of the Registrar General of Canada, and upon such filing, each of the documents described on Exhibit A attached hereto, and the interests of the Indenture Trustee therein, shall be terminated and released.

IN WITNESS WHEREOF, each of the parties hereto, pursuant to due corporate authority, has caused this instrument to be duly executed in its corporate name by its officers thereunto duly authorized, all as of the date first above written.

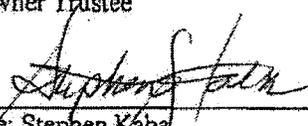
Consolidated Rail Corporation,
as Lessee

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

Wilmington Trust Company,
as Indenture Trustee

By: _____
Name: Adam Vogelsong
Title: Vice President

U.S. Bank National Association,
as Owner Trustee

By:  _____
Name: Stephen Kaba
Title: Vice President

State of Pennsylvania)
)
County of Philadelphia) SS

On this 2nd day of January, 20 , before me, a notary public, personally appeared Stephen Kaba, to me personally known, who being by me duly sworn says that she is the Vice President of U.S. Bank National Association, as Owner Trustee and that said instrument was executed on behalf of said company by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.

(Notarial Seal)

Eileen Cassidy
Notary Public

My Commission Expires:

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

Exhibit A**ORIGINAL SURFACE TRANSPORTATION BOARD AND REGISTRAR GENERAL OF CANADA FILINGS**

<u>Description</u>	<u>Filing Date</u>	<u>Recordation Number</u>	<u>RGC Document Key</u>
Equipment Lease N1794, dated as of December 22, 1994, between Meridian Trust Company, in its capacity as Owner Trustee, the Lessor, and Consolidated Rail Corporation, as Lessee	12/22/1994	19113	5288
Lease Supplement No. 1, dated as of December 22, 1994	12/22/1994	19113-A	5289
Trust Indenture and Security Agreement dated as of December 22, 1994, between Meridian Trust Company, as Owner Trustee, and Wilmington Trust Company, as Indenture Trustee	12/22/1994	19114	5290
Indenture Supplement No. 1, dated as of December 22, 1994	12/22/1994	19114-A	5291

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