RECORDATION NO. 19815-J FILED

SEP 14 '04 4-50 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

September 14, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Lease Termination, dated as of July 2, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease of Railroad Equipment which was previously filed with the Commission under Recordation Number 16116 and to the Assignment and Assumption Agreement previously filed with the Board under Rec. No. 19815-D.

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

Owner Trustee and Lessor:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, DE 19890]
Lessee:	Consolidated Rail Corporation 2001 Market Street Philadelphia, PA 19103

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

363 bi-level autoracks within the series CR 6705 – CR 6854 and CR 7480 – CR 7704 (attached to flatcars bearing TTGX reporting marks and road numbers identified on the schedules attached to the document).

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

Partial Lease Termination

Also enclosed is a check in the amount of $30.00 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,

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 19815-J FILED

PARTIAL LEASE TERMINATION SEP 14 '04 4-50 PM

SURFACE TRANSPORTATION BOARD

This Partial Lease Termination, dated as of July 2, 2004 (the "Termination"), is made between Wilmington Trust Company, not in its individual capacity but solely in its capacity as Owner Trustee, the Lessor, and Consolidated Rail Corporation, the Lessee, with respect to the Equipment described below.

WHEREAS, Pitney Bowes Credit Corporation ("PBCC"), as predecessor-in-interest to Owner Trustee, and Lessee entered a Lease of Railroad Equipment, dated as of December 1, 1988 (the "Lease") for certain autoracks, which Lease was recorded at the Interstate Commerce Commission (now the Surface Transportation Board; "STB") on December 29, 1988 under Recordation Number 16116;

WHEREAS, PBCC, as transferor, and Lessor entered a Memorandum of Bill of Sale and Assignment and Assumption Agreement dated as of November 6, 1997, for 1000 autoracks numbered CR6705-CR7704, inclusive, which was recorded at the "STB" on November 6, 1997, under Recordation Number 19815-D;

WHEREAS, autoracks listed on Exhibit A attached hereto and made a part hereof are to be purchased by Lessee ("Equipment") upon expiration of the Lease on or about July 2, 2004.

WHEREAS, Lessor and Lessee have agreed to terminate the Lease insofar as it relates to the Equipment;

NOW, THEREFORE, in consideration of the premises, Lessor and Lessee hereby acknowledge and confirm for the public record the termination of the Lease, and all rights and obligations arising under the Lease with respect to the Equipment.

This Termination may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, Lessor and Lessee have executed or caused this Termination to be duly executed as of the date first above written.

WILMINGTON TRUST COMPANY, not individually but solely in its capacity as Owner Trustee

By: _____
Its: Assistant Secretary

CONSOLIDATED RAIL CORPORATION

By: _____
Its: _____

STATE OF DELAWARE)
) ss.
COUNTY OF NEW CASTLE)

On this 30 day of June, 2004, before me, Kimberly E. Faulhaber, the undersigned Notary Public, personally appeared Robert P. Hines, Jr., personally known to me to be the person who executed the within instrument as Assistant Secretary on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

Kimberly E. Faulhaber
Notary Public for KIMBERLY ELIZABETH FAULHABER
My Commission expires NOTARY PUBLIC - DELAWARE
My Commission Expires April 9, 2005

STATE OF _____)
) ss.
COUNTY OF _____)

On this __ day of _____, 2004, before me, _____, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

_____
Notary Public for _____
My Commission expires _____

IN WITNESS WHEREOF, Lessor and Lessee have executed or caused this Termination to be duly executed as of the date first above written.

WILMINGTON TRUST COMPANY, not individually but solely in its capacity as Owner Trustee

By:_____
Its: _____

CONSOLIDATED RAIL CORPORATION

By: Joseph W. Rogers
Its: Chief Financial Officer & Corporate Treasurer

STATE OF DELAWARE)
) ss.
COUNTY OF NEW CASTLE)

On this ___ day of _____, 2004, before me, _____, the undersigned Notary Public, personally appeared _____ personally known to me to be the person who executed the within instrument as _____ on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

_____
Notary Public for _____
My Commission expires _____

STATE OF Pennsylvania)
) ss.
COUNTY OF Philadelphia)

On this 1st day of July, 2004, before me, Anthony DiFrenzo, the undersigned Notary Public, personally appeared Joseph W. Rogers personally known to me to be the person who executed the within instrument as Chief Financial Officer on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.

NOTARIAL SEAL
ANTHONY R. DIARENZO, Notary Public
Springfield Twp., Delaware County
My Commission Expires Sept. 25, 2004

Anthony DiFrenzo
Notary Public for _____
My Commission expires _____

EXHIBIT A

Bi-level Autoracks

CSX Operated Units to be aquired for

Control Number	*Stenciled Initial and Number*	*Rack number*	*Control Number*	*Stenciled Initial and Number*	*Rack number*	*Control Number*	*Stenciled Initial and Number*	*Rack number*
1	TTGX 156069	6791	42	TTGX 160532	7616	83	TTGX 603753	7632
2	TTGX 156101	7575	43	TTGX 160598	6833	84	TTGX 603770	7677
3	TTGX 156113	6789	44	TTGX 160644	7529	85	TTGX 603817	7664
4	TTGX 156120	6786	45	TTGX 160661	7538	86	TTGX 603829	7599
5	TTGX 156129	7627	46	TTGX 160719	7499	87	TTGX 603831	6803
6	TTGX 156179	6784	47	TTGX 160766	7526	88	TTGX 603857	7660
7	TTGX 156410	6764	48	TTGX 160802	7540	89	TTGX 603911	7683
8	TTGX 157163	7573	49	TTGX 160805	7514	90	TTGX 603995	7622
9	TTGX 157462	6834	50	TTGX 160838	7688	91	TTGX 604114	7601
10	TTGX 157962	7658	51	TTGX 160841	7562	92	TTGX 604122	7597
11	TTGX 158074	6796	52	TTGX 160842	7684	93	TTGX 604131	6854
12	TTGX 158179	7553	53	TTGX 160845	7639	94	TTGX 604155	6810
13	TTGX 158513	6823	54	TTGX 160847	7569	95	TTGX 604197	7518
14	TTGX 158852	7506	55	TTGX 160848	7487	96	TTGX 604214	7650
15	TTGX 158874	7495	56	TTGX 160868	7665	97	TTGX 604234	7485
16	TTGX 159102	7619	57	TTGX 160869	7615	98	TTGX 604263	7625
17	TTGX 159227	7635	58	TTGX 160893	7678	99	TTGX 604304	6813
18	TTGX 159244	7623	59	TTGX 160905	7633	100	TTGX 604364	7670
19	TTGX 159343	7694	60	TTGX 160929	6801	101	TTGX 604389	7640
20	TTGX 159585	7484	61	TTGX 160936	7608	102	TTGX 604502	6820
21	TTGX 159618	7672	62	TTGX 160942	7668	103	TTGX 604574	7512
22	TTGX 159647	7519	63	TTGX 253760	7503	104	TTGX 604615	7614
23	TTGX 159670	7505	64	TTGX 253824	7557	105	TTGX 920053	6845
24	TTGX 159774	7667	65	TTGX 253857	7580	106	TTGX 940050	6728
25	TTGX 159837	7482	66	TTGX 253868	7634	107	TTGX 940065	7527
26	TTGX 159884	7534	67	TTGX 254851	7662	108	TTGX 940081	6771
27	TTGX 159909	7583	68	TTGX 255251	7612	109	TTGX 940085	7693
28	TTGX 159911	6817	69	TTGX 603003	6732	110	TTGX 940089	6713
29	TTGX 160027	7649	70	TTGX 603010	7620	111	TTGX 940090	6751
30	TTGX 160031	7609	71	TTGX 603014	7702	112	TTGX 941249	6766
31	TTGX 160034	7533	72	TTGX 603034	7685	113	TTGX 941258	7578
32	TTGX 160050	7494	73	TTGX 603089	6821	114	TTGX 941259	6760
33	TTGX 160100	7509	74	TTGX 603149	7541	115	TTGX 941268	6753
34	TTGX 160130	7511	75	TTGX 603236	7628	116	TTGX 941270	6824
35	TTGX 160163	7507	76	TTGX 603242	7571	117	TTGX 941273	6710
36	TTGX 160200	7679	77	TTGX 603371	6737	118	TTGX 941308	6749
37	TTGX 160223	7697	78	TTGX 603388	6744	119	TTGX 941330	6707
38	TTGX 160232	7641	79	TTGX 603459	7613	120	TTGX 941683	7596
39	TTGX 160312	7493	80	TTGX 603476	7513	121	TTGX 942435	7645
40	TTGX 160361	7481	81	TTGX 603698	7550	122	TTGX 962248	6835
41	TTGX 160507	7654	82	TTGX 603712	6735	123	TTGX 962559	6758

Control Number	*Stenciled Initial and Number*	*Rack number*
124	TTGX 962847	6839
125	TTGX 962911	6840
126	TTGX 962918	6837
127	TTGX 963001	6712
128	TTGX 963010	6723
129	TTGX 963044	6828
130	TTGX 963047	6741
131	TTGX 963056	6763
132	TTGX 963141	6752
133	TTGX 963149	7611
134	TTGX 963465	6714
135	TTGX 963735	7636
136	TTGX 963903	6756
137	TTGX 963906	6733
138	TTGX 963913	6738
139	TTGX 963916	6743
140	TTGX 964126	6747
141	TTGX 964299	6852
142	TTGX 964467	6806
143	TTGX 964471	6830
144	TTGX 964474	6740
145	TTGX 964482	6769
146	TTGX 964489	6729
147	TTGX 964503	6767
148	TTGX 964535	6730
149	TTGX 964542	6719
150	TTGX 964747	7539
151	TTGX 965269	7593
152	TTGX 966151	6775

EXHIBIT A

Bi-level Autoracks

NS Operated Units to be aquired for

Control Number	*Stenciled Initial and Number*	*Rack number*	*Control Number*	*Stenciled Initial and Number*	*Rack number*	*Control Number*	*Stenciled Initial and Number*	*Rack number*	*Control Number*	*Stenciled Initial and Number*	*Rack number*	*Control Number*	*Stenciled Initial and Number*	*Rack number*
1	TTGX 156074	7942	43	TTGX 159567	6831	85	TTGX 254008	7603	127	TTGX 604146	7607	169	TTGX 941457	6853
2	TTGX 156081	7564	44	TTGX 159582	7545	86	TTGX 255321	6849	128	TTGX 604150	6850	170	TTGX 941559	7690
3	TTGX 156086	6815	45	TTGX 159591	7656	87	TTGX 255887	6802	129	TTGX 604218	7497	171	TTGX 941599	7666
4	TTGX 156128	7582	46	TTGX 159599	6819	88	TTGX 255981	7517	130	TTGX 604269	6762	172	TTGX 941675	6827
5	TTGX 156135	6785	47	TTGX 159605	7563	89	TTGX 255987	7674	131	TTGX 604272	7696	173	TTGX 942019	7653
6	TTGX 156398	6790	48	TTGX 159646	7618	90	TTGX 256070	7592	132	TTGX 604278	7591	174	TTGX 942800	6838
7	TTGX 156518	7549	49	TTGX 159687	6776	91	TTGX 603022	7552	133	TTGX 604362	7687	175	TTGX 961464	6788
8	TTGX 156624	7501	50	TTGX 159713	7703	92	TTGX 603030	6748	134	TTGX 604471	7600	176	TTGX 961595	7624
9	TTGX 156765	6787	51	TTGX 159795	6848	93	TTGX 603067	7686	135	TTGX 604482	7525	177	TTGX 962312	7528
10	TTGX 156908	6841	52	TTGX 159823	7659	94	TTGX 603130	7585	136	TTGX 604494	7675	178	TTGX 962810	7681
11	TTGX 157015	7651	53	TTGX 159827	7682	95	TTGX 603151	6745	137	TTGX 604528	6773	179	TTGX 962815	6708
12	TTGX 157126	7551	54	TTGX 159904	6843	96	TTGX 603196	6792	138	TTGX 604530	7486	180	TTGX 962846	6731
13	TTGX 157195	7673	55	TTGX 160081	7566	97	TTGX 603221	7544	139	TTGX 604540	7521	181	TTGX 962850	6718
14	TTGX 157331	6818	56	TTGX 160082	6805	98	TTGX 603395	7561	140	TTGX 604560	7490	182	TTGX 962882	7537
15	TTGX 157341	7502	57	TTGX 160094	7700	99	TTGX 603492	7604	141	TTGX 604588	7587	183	TTGX 962991	6754
16	TTGX 157497	7556	58	TTGX 160110	6794	100	TTGX 603515	7606	142	TTGX 604595	7661	184	TTGX 963136	6746
17	TTGX 157512	7584	59	TTGX 160131	7646	101	TTGX 603546	7536	143	TTGX 604608	7491	185	TTGX 963142	7655
18	TTGX 157607	7698	60	TTGX 160156	6804	102	TTGX 603550	7523	144	TTGX 604622	6797	186	TTGX 963143	6720
19	TTGX 157614	7602	61	TTGX 160181	6778	103	TTGX 603558	7663	145	TTGX 604636	6847	187	TTGX 963463	7498
20	TTGX 157697	6829	62	TTGX 160188	6851	104	TTGX 603568	7508	146	TTGX 940047	6755	188	TTGX 963466	6809
21	TTGX 157838	6846	63	TTGX 160221	7689	105	TTGX 603655	6724	147	TTGX 940048	6765	189	TTGX 963633	7532
22	TTGX 157840	7567	64	TTGX 160228	7586	106	TTGX 603667	7647	148	TTGX 940054	6734	190	TTGX 963691	6717
23	TTGX 158170	7504	65	TTGX 160239	6811	107	TTGX 603758	7588	149	TTGX 940056	7524	191	TTGX 963744	7510
24	TTGX 158342	6793	66	TTGX 160294	6844	108	TTGX 603775	6814	150	TTGX 940064	6729	192	TTGX 963907	6761
25	TTGX 158640	6822	67	TTGX 160326	6842	109	TTGX 603805	7631	151	TTGX 940066	7488	193	TTGX 963909	6736
26	TTGX 158679	7565	68	TTGX 160404	7516	110	TTGX 603807	7542	152	TTGX 940068	6721	194	TTGX 963912	6757
27	TTGX 159004	7577	69	TTGX 160423	7692	111	TTGX 603808	7589	153	TTGX 940071	7559	195	TTGX 964128	6781
28	TTGX 159041	7581	70	TTGX 160462	7554	112	TTGX 603822	7610	154	TTGX 940075	7629	196	TTGX 964258	6774
29	TTGX 159136	7522	71	TTGX 160495	7568	113	TTGX 603892	6779	155	TTGX 941117	7500	197	TTGX 964322	6715
30	TTGX 159140	7605	72	TTGX 160499	7701	114	TTGX 603904	6768	156	TTGX 941119	7543	198	TTGX 964333	6705
31	TTGX 159165	6800	73	TTGX 160541	7652	115	TTGX 603926	7492	157	TTGX 941153	7579	199	TTGX 964358	7572
32	TTGX 159167	7574	74	TTGX 160576	7644	116	TTGX 603938	6825	158	TTGX 941246	7643	200	TTGX 964452	6777
33	TTGX 159232	6826	75	TTGX 160590	7480	117	TTGX 603962	7704	159	TTGX 941250	7637	201	TTGX 964462	6722
34	TTGX 159264	7590	76	TTGX 160655	7621	118	TTGX 603982	6739	160	TTGX 941251	6832	202	TTGX 964465	6727
35	TTGX 159322	7555	77	TTGX 160663	7515	119	TTGX 603989	6812	161	TTGX 941253	7570	203	TTGX 964470	6742
36	TTGX 159337	6807	78	TTGX 160681	7671	120	TTGX 603992	7669	162	TTGX 941274	7691	204	TTGX 964478	6709
37	TTGX 159421	7576	79	TTGX 160685	7638	121	TTGX 604002	7520	163	TTGX 941295	7630	205	TTGX 964491	6759
38	TTGX 159429	7530	80	TTGX 160793	7592	122	TTGX 604004	7560	164	TTGX 941298	6808	206	TTGX 964493	6750
39	TTGX 159474	7617	81	TTGX 160851	7594	123	TTGX 604015	6783	165	TTGX 941299	6706	207	TTGX 964536	6772
40	TTGX 159496	7535	82	TTGX 160863	7496	124	TTGX 604026	7548	166	TTGX 941312	7648	208	TTGX 964537	6725
41	TTGX 159550	7695	83	TTGX 160870	7699	125	TTGX 604029	7489	167	TTGX 941313	7676	209	TTGX 964553	6799
42	TTGX 159552	7680	84	TTGX 160928	7558	126	TTGX 604057	6836	168	TTGX 941325	6780	210	TTGX 964868	6716
												211	TTGX 964999	6795