

RECORDATION NO. 14479-L FILED

JAN 12 '05 3-09 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

January 12, 2005

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 Memorandum of Sublease and Assignment CSXT-N570, dated as of December 22, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease previously filed with the Commission under Recordation Number 14479.

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

Sublessor/Assignor: Consolidated Rail Corporation
1000 Howard Building, Fourth Floor
Mt. Laurel, New Jersey 08054

Sublessee: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

[Assignee: Atel Leasing Corporation
600 California Street, 6th Floor
San Francisco, California 94108]

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

193 ballast cars within the series CR 56549 - CR 56748 as more particularly set forth in the equipment schedule attached to the document.

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

Memorandum of Sublease and Assignment CSXT-N570.

Also enclosed is a check in the amount of \$32.00 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. 14479-2 FILED

JAN 12 '05 3-09 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUBLEASE AND ASSIGNMENT CSXT-N570, by

CONSOLIDATED RAIL CORPORATION ("**Conrail**")
1000 Howard Boulevard, Fourth Floor
Mt. Laurel, New Jersey 08054

and

CSX TRANSPORTATION, INC. (the "**Railroad**")
500 Water Street
Jacksonville, Florida 32202

Conrail is leasing certain units of railroad equipment pursuant to the agreement identified in Schedule A hereto as the "**Senior Lease**" with the party named in Schedule A hereto as the "**Senior Lessor**," which agreement was recorded with the Interstate Commerce Commission and assigned the recordation number shown on said Schedule A.

The parties hereto hereby wish to evidence for the public record the following transactions with respect to such units of the railroad equipment covered by the above-named agreements as are listed in Schedule B hereto:

1. The Sublease of Railroad Equipment CSXT-N570 between Conrail, sublessor, and the Railroad, sublessee.
2. The assignment by Conrail, assignor, of the sublease named in item 1 to the Senior Lessor, assignee, as security for Conrail's obligations under the Senior Lease, pursuant to the Assignment of Sublease CSXT-N570 by Conrail in favor of the Senior Lessor.
3. The reassignment by Senior Lessor, assignor, of the sublease named in item 1 to the Lender, assignee, as security for payments due under that certain Loan and Security Agreement dated as of the 30th day of September, 2003, by and between LASALLE NATIONAL LEASING CORPORATION, ("Lender"), and ATEL LEASING CORPORATION, as Trustee ("Borrower").

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers thereunto duly authorized:

CONSOLIDATED RAIL CORPORATION

by *James M. Butler*.....

CSX TRANSPORTATION, INC.

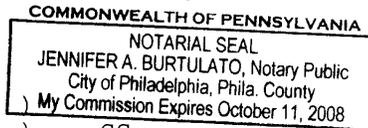
by *Louis G. Recher*.....
Louis G. Recher
Authorized Signatory

STATE OF Pennsylvania)
) SS.:
COUNTY OF Philadelphia)

On this 22nd day of December, 2004, before me personally appeared Jonathan M. Broder, to me personally known, who, by me being duly sworn, says that he is V.P. & General Counsel of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed 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.

Jennifer A. Burtulato
Notary Public

My commission expires



STATE OF FLORIDA)
) SS.:
COUNTY OF DUVAL)

On this 7th day of December, 2004, before me personally appeared Louis G. Recher, to me personally known who, by me being duly sworn, says that he is an Authorized Signatory of CSX TRANSPORTATION, INC., and that the foregoing instrument was signed 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.

Barbara L. Jernigan
Notary Public

My commission expires

BARBARA L. JERNIGAN
MY COMMISSION # DD 140334
EXPIRES: September 20, 2006
Bonded Thru Notary Public Underwriters

SCHEDULE A
SENIOR TRANSACTION N570

Senior Lease:

Lease of Railroad Equipment dated as of November 15, 1984, as amended, between The Connecticut Bank and Trust Company, National Association (succeeded by State Street Bank and Trust Company of Connecticut, National Association, further succeeded by U.S. Bank National Association, and further succeeded by ATEL Leasing Corporation), not in its individual capacity but solely as Trustee, and Consolidated Rail Corporation.

Recorded with the Interstate Commerce Commission on November 20, 1984, and assigned recordation number 14479.

Senior Lessor:

ATEL Leasing Corporation, not in its individual capacity but solely as Trustee

SCHEDULE B
EQUIPMENT

<i>No.</i>	<i>Car Mark</i>						
1	CR 056549	51	CR 056601	101	CR 056654	151	CR 056706
2	CR 056550	52	CR 056602	102	CR 056655	152	CR 056707
3	CR 056551	53	CR 056604	103	CR 056656	153	CR 056708
4	CR 056552	54	CR 056605	104	CR 056657	154	CR 056709
5	CR 056553	55	CR 056606	105	CR 056658	155	CR 056710
6	CR 056554	56	CR 056607	106	CR 056659	156	CR 056711
7	CR 056555	57	CR 056608	107	CR 056660	157	CR 056712
8	CR 056556	58	CR 056609	108	CR 056661	158	CR 056713
9	CR 056557	59	CR 056610	109	CR 056662	159	CR 056714
10	CR 056558	60	CR 056611	110	CR 056663	160	CR 056715
11	CR 056559	61	CR 056612	111	CR 056664	161	CR 056716
12	CR 056560	62	CR 056613	112	CR 056665	162	CR 056717
13	CR 056561	63	CR 056614	113	CR 056666	163	CR 056718
14	CR 056562	64	CR 056615	114	CR 056667	164	CR 056719
15	CR 056563	65	CR 056616	115	CR 056668	165	CR 056720
16	CR 056564	66	CR 056617	116	CR 056669	166	CR 056721
17	CR 056565	67	CR 056618	117	CR 056670	167	CR 056722
18	CR 056566	68	CR 056619	118	CR 056671	168	CR 056723
19	CR 056568	69	CR 056620	119	CR 056672	169	CR 056724
20	CR 056569	70	CR 056621	120	CR 056673	170	CR 056725
21	CR 056570	71	CR 056622	121	CR 056674	171	CR 056726
22	CR 056571	72	CR 056623	122	CR 056675	172	CR 056727
23	CR 056572	73	CR 056625	123	CR 056676	173	CR 056728
24	CR 056573	74	CR 056626	124	CR 056677	174	CR 056729
25	CR 056574	75	CR 056627	125	CR 056678	175	CR 056730
26	CR 056575	76	CR 056628	126	CR 056680	176	CR 056731
27	CR 056576	77	CR 056629	127	CR 056681	177	CR 056732
28	CR 056577	78	CR 056630	128	CR 056682	178	CR 056733
29	CR 056578	79	CR 056631	129	CR 056683	179	CR 056734
30	CR 056579	80	CR 056632	130	CR 056684	180	CR 056735
31	CR 056580	81	CR 056633	131	CR 056685	181	CR 056736
32	CR 056581	82	CR 056634	132	CR 056686	182	CR 056737
33	CR 056582	83	CR 056635	133	CR 056687	183	CR 056738
34	CR 056583	84	CR 056637	134	CR 056688	184	CR 056739
35	CR 056584	85	CR 056638	135	CR 056689	185	CR 056740
36	CR 056585	86	CR 056639	136	CR 056690	186	CR 056741
37	CR 056586	87	CR 056640	137	CR 056691	187	CR 056742
38	CR 056587	88	CR 056641	138	CR 056692	188	CR 056743
39	CR 056588	89	CR 056642	139	CR 056694	189	CR 056744
40	CR 056590	90	CR 056643	140	CR 056695	190	CR 056745
41	CR 056591	91	CR 056644	141	CR 056696	191	CR 056746
42	CR 056592	92	CR 056645	142	CR 056697	192	CR 056747
43	CR 056593	93	CR 056646	143	CR 056698	193	CR 056748

44	CR 056594	94	CR 056647	144	CR 056699
45	CR 056595	95	CR 056648	145	CR 056700
46	CR 056596	96	CR 056649	146	CR 056701
47	CR 056597	97	CR 056650	147	CR 056702
48	CR 056598	98	CR 056651	148	CR 056703
49	CR 056609	99	CR 056652	149	CR 056704
50	CR 056600	100	CR 056653	150	CR 056705