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OF COUNSEL  
URBAN A. LESTER

RECORDATION NO. 15128 - D FILED

April 5, 2007

APR 05 '07 -12 3 0 PM

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

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Equipment Leases, dated as of April 2, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the documents previously filed with the Commission and Board under Recordation Number 15128.

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

Lessor:	Mellon Leasing Corporation (successor in interest to NEMLC Leasing Associates No. 3) One Mellon Center Pittsburgh, PA 15228
Lessee/Sublessor:	Consolidated Rail Corporation 2001 Market Street Philadelphia, PA 19103
Sublessee:	CSX Transportation Inc. (on its own behalf and as successor to NYC Newco, Inc.) 500 Water Street Jacksonville, FL 32202

Mr. Vernon A. Williams  
April 5, 2007  
Page 2

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

150 hopper railcars: CR 53100 – CR 53249 (with the following previous casualties – CR 53119, CR 53175, CR 53179, CR 53186 and CR 53242).

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

Termination of Equipment Leases.

Also enclosed is a check in the amount of \$34.00 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/sem  
Enclosures

APR 05 '07

-12 3 0 PM

**TERMINATION OF EQUIPMENT LEASES****SURFACE TRANSPORTATION BOARD**

Each of the undersigned, Mellon Leasing Corporation (successor in interest to NEMLC Leasing Associates No. 3), Consolidated Rail Corporation ("Conrail"), and CSX Transportation, Inc. (on its own behalf and as successor to NYC Newco, Inc., "CSX"), as a party to the following agreements relating to the railroad equipment listed on Schedule 1 attached hereto:

1. Lease of Railroad Equipment, dated as of December 15, 1986, between NEMLC Leasing Associates No. 3 and Conrail, filed with the Interstate Commerce Commission on December 19, 1986 under recordation number 15128 (as amended, including without limitation by the Amendment Agreement, dated as of August 27, 2004, filed with the Surface Transportation Board on August 26, 2004 under recordation number 15128-C, the "Lease"); and

2. Sublease and Assignment between Conrail, NYC Newco, Inc., and CSX, as evidenced by filing with the Surface Transportation Board on August 19, 2004 under recordation number 15128-B (as amended, the "Sublease").

for good and valuable consideration, the receipt and sufficiency of which are acknowledged, docs hereby each acknowledge the termination of the Lease, Sublease, assignments, amendments and related agreements.

This Termination may be executed in counterparts.

Dated as of this 2<sup>nd</sup> day of April 2007.

[Signatures to Follow]

MELLON LEASING CORPORATION

By: [Signature]

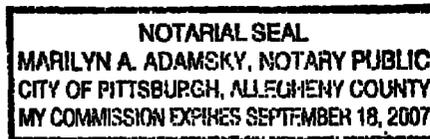
Its: FIRST V.P.

State of Pennsylvania  
County of Allegheny

On this 30 day of March, 2007, before me, personally appeared Michael F. Marks to me personally known, who being by me duly sworn, says that he/she is a First Vice President of Mellon Leasing Corporation and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation,

AS WITNESS my hand and notarial seal.

[seal]



Marilyn A. Adamsky  
Notary Public

My commission expires:

Sept. 18, 2007

**CONSOLIDATED RAIL CORPORATION**

By: Joseph W. Rogers  
Its: VICE PRESIDENT FINANCE

State of New Jersey  
County of Hudson

On this 29<sup>th</sup> day of March, 2007, before me, personally appeared Joseph W. Rogers, to me personally known, who being by me duly sworn, says that he/she is a VP - Finance of Consolidated Rail Corporation and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation,

AS WITNESS my hand and notarial seal.  
[seal]

Kathleen M. Pitt  
Notary Public

My commission expires:  
Kathleen M. Pitt  
Notary Public  
State of New Jersey  
My Commission Expires July 20, 2010

[Signature Page #2 To Termination of Equipment Leases]

CSX TRANSPORTATION, INC.

By: *PK Mills*  
Its: *VICE PRESIDENT FINANCE*

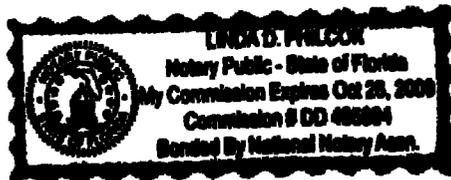
State of FLORIDA  
County of DUVAL

On this 4<sup>th</sup> day of April, 2007, before me, personally appeared Peter K. Mills, to me personally known, who being by me duly sworn, says that he/she is a VICE PRESIDENT-FINANCE of CSX Transportation, Inc. and that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation,

AS WITNESS my hand and notarial seal.  
[seal]

*Linda D. Philcox*   
Notary Public

My commission expires:  
10/26/09



[Signature Page #3 To Termination of Equipment Leases]

**Schedule 1**

**THE EQUIPMENT**

The following one-hundred and fifty (150) open top hopper cars (100 ton capacity)  
CR 53100 - 53249, inclusive (with the following previous casualties: CR 53119, CR 53175, CR  
53179, CR 53186 and CR 53242)

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, 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: 4/5/07



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Robert W. Alvord