

RECORDATION NO. 16911-4 FILED

MAR 25 '09 -9 00 AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A. LESTER

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

March 25, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Partial Termination of Lease, dated as of March 12, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement and related documents previously filed with the Commission and Board under Recordation Number 16911.

The name and address of the party to the enclosed document are:

Owner Trustee/
Lessor:

U.S. Bank National Association (successor in
interest to Meridian Trust Company)
Two Liberty Place
50 South 16th Street
Philadelphia, PA 19102

[Lessee:

Consolidated Rail Corporation
1000 Howard Boulevard
Mt. Laurel, NJ 08054]

Anne K. Quinlan, Esq.
March 25, 2009
Page 2

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

107 railcars RELEASED: within the series CR 369163 - CR 887787 and NYC 221693 - NYC 887623 as more particularly set forth in the attachment to the document.

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

Memorandum of Partial Termination of Lease.

Also enclosed is a check in the amount of \$41.00 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

MAR 25 '09 -9 00 AM

MEMORANDUM OF PARTIAL TERMINATION OF LEASE SURFACE TRANSPORTATION BOARD

U.S. Bank National Association, not individually but solely as owner trustee ("US Bank"), is the successor lessor under that certain Lease of Railroad Equipment dated as of June 15, 1990, as amended and supplemented (the "Lease"), between Consolidated Rail Corporation, as lessee (the "Lessee") and Meridian Trust Company (to which US Bank is the successor in interest), as lessor, with respect to the lease by US Bank to the Lessee of the one hundred seven (107) railcars identified on Exhibit A hereto (the "Equipment") and certain other railroad equipment.

A Memorandum of Lease Agreement dated as of June 15, 1990 between Meridian Trust Company (to which US Bank is the successor in interest) and Lessee, relating to the Lease, was duly filed and recorded with the Interstate Commerce Commission, as predecessor to the Surface Transportation Board, on June 27, 1990 under Recordation Number 16911.

Lease Supplement No. 2 dated September 26, 1990 between Meridian Trust Company (to which US Bank is the successor in interest) and Lessee, relating to the Lease, was duly filed and recorded with the Interstate Commerce Commission, as predecessor to the Surface Transportation Board, on September 26, 1990 under Recordation Number 16911-B.

An Amendment Agreement dated as of July 1, 1998 between First Union Trust Company (to which US Bank is successor in interest) and Lessee, relating to the Lease, was duly filed and recorded with the Surface Transportation Board, on January 20, 1999 under Recordation Number 16911-E.

A Memorandum of Partial Termination of Lease dated September 12, 2007 executed by US Bank, relating to certain railroad equipment subject to the Lease, was duly filed and recorded with the Surface Transportation Board on June 22, 2007 under Recordation Number 16911-I.

This Memorandum of Partial Termination of Lease acknowledges for the public record that the Lease has terminated with respect to the Equipment. This Memorandum of Partial Termination of Lease shall not impair or terminate any of the rights and obligations of the parties under the Lease that expressly survive its termination.

The Lease remains in full force and effect as to the remaining railroad equipment under the Lease other than the Equipment.

Dated this 12th day of March, 2009.

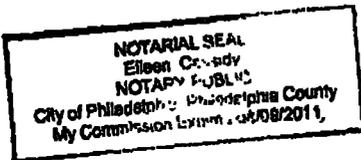
U.S. Bank National Association, not individually
but solely as owner trustee

By: 
Name: **G. HROMYCH**
Title: **Vice President**

Commonwealth of Pennsylvania
County of Philadelphia

On this, the 12th day of March, 2011, before me, a Notary Public in and for said County and State, personally appeared CHRISTOPHER, a Vice President of U.S. Bank National Association, who acknowledged himself/herself to be a duly authorized officer of U.S. Bank National Association, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name: Eileen Cassidy
Notary Public

My Commission Expires: 08/08/2011

EXHIBIT A

EQUIPMENT

One hundred seven (107) railcars consisting of the following:

One (1) 50' Equipped Boxcar:

1 CR 369163

Seventy (70) 52' Plain Gondolas:

1 NYC 576012
2 NYC 576030
3 CR 576041
4 NYC 576177
5 CR 576266
6 CR 576308
7 CR 576326
8 CR 576358
9 NYC 576371
10 NYC 576401
11 CR 576516
12 CR 576526
13 CR 576532
14 NYC 576563
15 NYC 576600
16 NYC 576645
17 NYC 576650
18 NYC 576695
19 CR 576777
20 CR 576779
21 CR 576780
22 CR 576794
23 CR 576965
24 CR 577000
25 NYC 577131
26 NYC 577142
27 NYC 577190
28 NYC 577300
29 CR 577303
30 CR 577354
31 CR 577357
32 CR 577369
33 CR 577387
34 CR 577419
35 NYC 577430

36	CR	577444
37	CR	577477
38	CR	577488
39	CR	577489
40	CR	577614
41	CR	577635
42	CR	577669
43	NYC	577687
44	NYC	577698
45	NYC	577699
46	CR	577715
47	CR	577738
48	CR	577740
49	CR	577755
50	CR	577769
51	CR	577771
52	CR	577790
53	CR	577794
54	CR	577840
55	NYC	577908
56	NYC	577918
57	CR	577938
58	NYC	578012
59	CR	578013
60	CR	578023
61	CR	578062
62	CR	578115
63	CR	578253
64	CR	578372
65	CR	578377
66	NYC	578395
67	NYC	578710
68	NYC	579765
69	NYC	579786
70	NYC	584582

Fourteen (14) 60' Equipped Boxcars RR:

1	NYC	221693
2	NYC	221792
3	NYC	221798
4	NYC	221799
5	NYC	221800
6	NYC	221842
7	NYC	221888
8	NYC	221890
9	NYC	221892
10	NYC	221893
11	NYC	221894

12	NYC	221898
13	NYC	221900
14	NYC	221901

Ten (10) 86' Equipped Boxcars:

1	NYC	237852
2	NYC	237908
3	NYC	237921
4	NYC	237941
5	NYC	237992
6	NYC	238145
7	NYC	238203
8	NYC	239845
9	NYC	239901
10	NYC	242301

One (1) Covered Coil Steel Gondola:

1	NYC	627317
---	-----	--------

Eleven (11) Covered Hoppers:

1	NYC	887139
2	NYC	887179
3	NYC	887265
4	CR	887269
5	CR	887410
6	NYC	887486
7	CR	887550
8	NYC	887623
9	CR	887667
10	CR	887673
11	CR	887767

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:

3/25/09



Robert W. Alvord