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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL
URBAN A LESTER

June 8, 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 June 5, 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 16 th Street Philadelphia, PA 19102
[Lessee:	Consolidated Rail Corporation 1000 Howard Boulevard Mt. Laurel, NJ 08054]

Anne K. Quinlan, Esq.
June 8, 2009
Page 2

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

74 railcars RELEASED: within the series CR 243882 - CR 627248 and NYC 237399 - NYC 627542 as more particularly set forth in the attachment to the document.

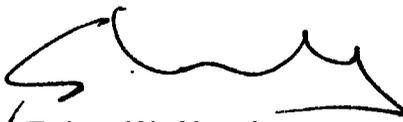
A short summary of the document to appear in the index is:

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

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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 seventy four (74) 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. 3 dated December 19, 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 December 19, 1990 under Recordation Number 16911-C.

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 December 5, 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-J.

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 5th day of June, 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 13th day of May, 2009, before me, a Notary Public in and for said County and State, personally appeared G. HRONYCH, 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: 08/09/2011

NOTARIAL SEAL
Eileen Cassidy
NOTARY PUBLIC
City of Philadelphia, Philadelphia County
My Commission Expires 08/09/2011

EXHIBIT A
EQUIPMENT

Seventy four (74) railcars consisting of the following:

Two (2) 50' Equipped Boxcars:

	<u>Mark</u>	<u>Number</u>	<u>New Number</u>
1	CR	369124	
2	CR	369247	368508

Forty One (41) 52' Plain Gondolas:

	<u>Mark</u>	<u>Number</u>	<u>New Number</u>
1	CR	565992	
2	CR	576200	
3	NYC	576258	608049
4	NYC	576289	
5	CR	576294	
6	CR	576493	
7	CR	576680	
8	CR	576698	
9	CR	576731	
10	CR	576833	
11	NYC	576898	
12	NYC	577006	
13	CR	577078	
14	CR	577180	
15	CR	577239	
16	CR	577277	
17	CR	577327	
18	NYC	577403	
19	CR	577519	
20	NYC	577523	
21	CR	577595	
22	CR	577617	
23	CR	577649	
24	NYC	577655	
25	NYC	577856	
26	CR	577930	
27	CR	577931	
28	CR	577963	
29	NYC	578010	
30	NYC	578038	
31	CR	578296	
32	CR	578555	
33	CR	578630	
34	NYC	579787	608487
35	NYC	583808	

36	NYC	584585	608092
37	NYC	584590	608011
38	NYC	584593	606069
39	NYC	584595	
40	NYC	584598	
41	NYC	584600	608041

Thirteen (13) 86' Equipped Boxcars:

	<u>Mark</u>	<u>Number</u>	<u>New Number</u>
1	NYC	237399	294790
2	NYC	237569	
3	NYC	237638	
4	NYC	237645	
5	NYC	237731	
6	NYC	237925	
7	NYC	238152	
8	NYC	238164	
9	NYC	239920	
10	NYC	240963	
11	NYC	240982	
12	CR	243882	
13	NYC	243999	

Fourteen (14) Covered Coil Steel Gondolas:

	<u>Mark</u>	<u>Number</u>
1	NYC	623584
2	NYC	623585
3	NYC	627172
4	NYC	627208
5	NYC	627229
6	CR	627248
7	NYC	627259
8	NYC	627260
9	NYC	627261
10	NYC	627338
11	NYC	627380
12	NYC	627418
13	NYC	627504
14	NYC	627542

Four (4) Open Coil Steel Gondolas:

	<u>Mark</u>	<u>Number</u>	<u>New Number</u>
1	NYC	607038	
2	CR	607048	579876
3	NYC	607086	
4	NYC	607200	

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: _____

6/8/09



Robert W. Alvord