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RECORDATION NO. 15849-D FILED

AUG 17 '04 2-00 PM

SURFACE TRANSPORTATION BOARD

August 17, 2004

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

Re: PRR – N591

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Memorandum of Sublease and Assignment, dated August 12, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board/Commission under Recordation Number 15849.

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

Sublessor/ Assignor:	Consolidated Rail Corporation 1000 Howard Boulevard Fourth Floor Mt. Laurel, NJ 08054
Sublessee:	PRR Newco, Inc. 110 Franklin Road, S.E. Roanoke, VA 24042
Guarantor:	Norfolk Southern Railway Company 110 Franklin Road, S.E. Roanoke, VA 24042
[Assignee:	Wachovia Bank 301 S. Tryon Street Charlotte, NC 28288]

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

317 Bi-level autoracks within the series CR 8000 – CR 8563; and
179 Tri-level autoracks within the series CR 8673- CR 8998

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

Memorandum of Sublease and Assignment

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/anr
Enclosures

MEMORANDUM OF SUBLEASE AND ASSIGNMENT PRR-N591, by

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

RECORDATION NO. 15847-D FILED

AUG 17 '04 2-00 PM

SURFACE TRANSPORTATION BOARD

PRR NEWCO, INC. (the "**Company**")
110 Franklin Road, S.E.
Roanoke, Virginia 24042

and

NORFOLK SOUTHERN RAILWAY COMPANY (the "**Railroad**")
110 Franklin Road, S.E.
Roanoke, Virginia 24042

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 Senior Lessor has assigned the Senior Lease to the party named as "**Security Trustee**" in Schedule A hereto pursuant to the agreement identified as the "**Security Agreement**" in said Schedule A, 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 PRR-N591 between Conrail, sublessor, and the Company, sublessee.

2. The assumption of the obligations of the Company as sublessee under the above-named sublease by the Railroad, pursuant to the Assumption Agreement PRR-N591 by the Railroad in favor of Conrail.

3. 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 PRR-N591 by Conrail in favor of the Senior Lessor.

4. The reassignment by the Senior Lessor, assignor, of the sublease named in item 1 to the Security Trustee, assignee, as additional security for the Senior Lessor's obligations under the Security Agreement pursuant to the Reassignment of Sublease PRR-N591 by the Senior Lessor in favor of the Security Trustee.

5. The assignment by the Railroad, assignor, of its subleasehold interest under sublease named in item 1 to CSX Transportation, Inc., assignee, pursuant to the Cross-Assignment of Lease and Agreement among such parties and Conrail, as security for the Railroad's obligations for reimbursement thereunder.

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 .....

PRR NEWCO, INC

by .....

NORFOLK SOUTHERN RAILWAY COMPANY

by .....

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 17th day of August, 2004, before me personally appeared Joseph Rogers, to me personally known, who, by me being duly sworn, says that he is [illegible] 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.

Lauren Adler Katz
Notary Public

My commission expires

LAUREN M. ADLER KATZ
NOTARY PUBLIC, State of New York
No. 01AD6012441
Qualified in New York County
Commission Expires Aug. 31, 2006

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 12 day of August, 2004, before me personally appeared William Romig, to me personally known, who, by me being duly sworn, says that he is VP + Treasurer of PRR NEWCO, INC., and that the foregoing instrument was the free act and deed of said corporation.

Dwayne DeFreitas
Notary Public

My commission expires

DWAYNE DeFREITAS
NOTARY PUBLIC, State of New York
No. 01DE6097123
Qualified in Kings County
Commission Expires Aug. 18, 2007

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 12 day of August, 2004, before me personally appeared William Romig, to me personally known, who, by me being duly sworn, says that he is VP + Treasurer of NORFOLK SOUTHERN RAILWAY COMPANY, 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.

Dwayne DeFreitas
Notary Public

My commission expires

DWAYNE DeFREITAS
NOTARY PUBLIC, State of New York
No. 01DE6097123
Qualified in Kings County
Commission Expires Aug. 18, 2007

SCHEDULE A
SENIOR TRANSACTION N591

Senior Lease:

Lease Agreement dated as of April 1, 1990, as amended, between Meridian Trust Company (succeeded by Wachovia Bank, National Association), not in its individual capacity but solely as owner trustee, and Consolidated Rail Corporation.

Recorded with the Interstate Commerce Commission on April 26, 1990, and assigned recordation number 15849.

Senior Lessor:

Wachovia Bank, National Association (successor to Meridian Trust Company), not in its individual capacity but solely as owner trustee.

Security Agreement:

Equipment Trust Agreement dated as of April 1, 1990, as amended, between Meridian Trust Company (succeeded by Wachovia Bank, National Association), not in its individual capacity but solely as owner trustee, and Wilmington Trust Company, a Delaware banking company.

Recorded with the Interstate Commerce Commission on April 26, 1990, and assigned recordation number 15849.

Security Trustee:

Wilmington Trust Company, not in its individual capacity but solely as trustee under the security agreement specified above.

Schedule "B" Equipment

Lease N-591 (PRR)

Count	CarInt	CarNum	Rack#
Bi level	**Autoracks**		
1	TTGX	156137	8000
2	TTGX	920021	8002
3	TTGX	920058	8004
4	TTGX	157430	8006
5	TTGX	604006	8007
6	TTGX	913498	8008
7	TTGX	157460	8014
8	TTGX	156829	8015
9	TTGX	961978	8016
10	TTGX	157985	8017
11	TTGX	963754	8019
12	TTGX	156550	8022
13	TTGX	159751	8023
14	TTGX	962933	8025
15	TTGX	912767	8028
16	TTGX	913568	8029
17	TTGX	913912	8032
18	TTGX	603660	8035
19	TTGX	964737	8036
20	TTGX	941206	8039
21	TTGX	156653	8044
22	TTGX	912973	8047
23	TTGX	963798	8048
24	TTGX	913613	8049
25	TTGX	913217	8050
26	TTGX	930710	8052
27	TTGX	941218	8053
28	TTGX	913850	8054
29	TTGX	912993	8055
30	TTGX	157917	8056
31	TTGX	156433	8057
32	TTGX	962958	8060
33	TTGX	158595	8061
34	TTGX	604330	8062
35	TTGX	159821	8067
36	TTGX	941307	8068
37	TTGX	255526	8069
38	TTGX	964015	8072
39	TTGX	156786	8074
40	TTGX	930296	8077
41	TTGX	913176	8078
42	TTGX	962020	8080
43	TTGX	157793	8082
44	TTGX	930648	8085
45	TTGX	930210	8086
46	TTGX	962152	8087
47	TTGX	159831	8088
48	TTGX	604586	8089
49	TTGX	962593	8091
50	TTGX	158978	8092
51	TTGX	962600	8096
52	TTGX	961986	8098
53	TTGX	159373	8100
54	TTGX	160542	8101
55	TTGX	157279	8102
56	TTGX	603981	8104
57	TTGX	158691	8107
58	TTGX	157221	8109
59	TTGX	963487	8112
60	TTGX	963495	8113
61	TTGX	156480	8114
62	TTGX	160927	8116
63	TTGX	962102	8117
64	TTGX	157694	8121
65	TTGX	604469	8122
66	TTGX	159811	8123
67	TTGX	963066	8125
68	TTGX	160123	8126
69	TTGX	158478	8137
70	TTGX	603681	8138
71	TTGX	156259	8139
72	TTGX	160015	8141
73	TTGX	964877	8143
74	TTGX	156884	8145
75	TTGX	920062	8146
76	TTGX	920016	8147
77	TTGX	158122	8148
78	TTGX	159718	8151
79	TTGX	157803	8153
80	TTGX	963475	8154
81	TTGX	158544	8158
82	TTGX	912890	8160
83	TTGX	964894	8161
84	TTGX	961995	8163
85	TTGX	157334	8167
86	TTGX	913347	8171
87	TTGX	913890	8172
88	TTGX	158397	8174
89	TTGX	941214	8176
90	TTGX	604510	8180
91	TTGX	158773	8181
92	TTGX	604270	8182

Schedule "B" Equipment

Lease N-591 (PRR)

Count	CarInt	CarNum	Rack#
93	TTGX	913800	8184
94	TTGX	912346	8185
95	TTGX	962587	8186
96	TTGX	160276	8187
97	TTGX	157884	8189
98	TTGX	158991	8190
99	TTGX	603043	8192
100	TTGX	603179	8193
101	TTGX	930215	8194
102	TTGX	930681	8195
103	TTGX	157759	8196
104	TTGX	930688	8198
105	TTGX	930676	8201
106	TTGX	157790	8204
107	TTGX	160036	8205
108	TTGX	961983	8208
109	TTGX	604207	8209
110	TTGX	604602	8211
111	TTGX	159651	8212
112	TTGX	157314	8213
113	TTGX	604120	8214
114	TTGX	964891	8216
115	TTGX	963693	8217
116	TTGX	158112	8218
117	TTGX	604183	8219
118	TTGX	604286	8220
119	TTGX	930156	8221
120	TTGX	157326	8224
121	TTGX	913363	8225
122	TTGX	964899	8226
123	TTGX	913813	8227
124	TTGX	930307	8229
125	TTGX	157824	8230
126	TTGX	159612	8231
127	TTGX	604128	8233
128	TTGX	963816	8234
129	TTGX	156596	8235
130	TTGX	604395	8236
131	TTGX	913781	8237
132	TTGX	913846	8240
133	TTGX	603769	8242
134	TTGX	160170	8243
135	TTGX	156133	8246
136	TTGX	962118	8248
137	TTGX	963964	8251
138	TTGX	913097	8253
139	TTGX	913427	8254
140	TTGX	930703	8255
141	TTGX	930604	8256
142	TTGX	913575	8257
143	TTGX	965840	8259
144	TTGX	964912	8260
145	TTGX	965767	8261
146	TTGX	913401	8262
147	TTGX	604132	8266
148	TTGX	963067	8272
149	TTGX	961459	8273
150	TTGX	158166	8276
151	TTGX	156996	8278
152	TTGX	156824	8279
153	TTGX	156413	8282
154	TTGX	158785	8284
155	TTGX	603201	8285
156	TTGX	604148	8287
157	TTGX	157123	8288
158	TTGX	159588	8292
159	TTGX	158236	8294
160	TTGX	975157	8296
161	TTGX	157801	8297
162	TTGX	604059	8299
163	TTGX	158669	8300
164	TTGX	160424	8301
165	TTGX	159134	8304
166	TTGX	159196	8307
167	TTGX	157758	8308
168	TTGX	603512	8309
169	TTGX	255255	8310
170	TTGX	156561	8311
171	TTGX	603670	8312
172	TTGX	158160	8313
173	TTGX	964901	8315
174	TTGX	965426	8316
175	TTGX	159967	8321
176	TTGX	158196	8322
177	TTGX	159498	8323
178	TTGX	962986	8325
179	TTGX	159978	8326
180	TTGX	156521	8327
181	TTGX	158229	8328
182	TTGX	157316	8329
183	TTGX	156736	8331
184	TTGX	158926	8332
185	TTGX	158902	8333
186	TTGX	157434	8334

Schedule "B" Equipment

Lease N-591 (PRR)

Count	CarInt	CarNum	Rack#
187	TTGX	157636	8340
188	TTGX	158545	8341
189	TTGX	603490	8342
190	TTGX	156214	8346
191	TTGX	159586	8349
192	TTGX	604420	8350
193	TTGX	157345	8351
194	TTGX	964060	8352
195	TTGX	157311	8355
196	TTGX	156644	8356
197	TTGX	604142	8357
198	TTGX	961998	8361
199	TTGX	157585	8363
200	TTGX	156724	8364
201	TTGX	157948	8367
202	TTGX	157975	8368
203	TTGX	156517	8369
204	TTGX	156054	8370
205	TTGX	964062	8377
206	TTGX	158830	8378
207	TTGX	963877	8382
208	TTGX	963087	8385
209	TTGX	158786	8386
210	TTGX	156836	8387
211	TTGX	931217	8390
212	TTGX	931038	8391
213	TTGX	961736	8393
214	TTGX	160396	8394
215	TTGX	160511	8395
216	TTGX	962603	8397
217	TTGX	931154	8400
218	TTGX	931224	8402
219	TTGX	913543	8403
220	TTGX	913609	8404
221	TTGX	604173	8406
222	TTGX	156472	8408
223	TTGX	604506	8410
224	TTGX	157237	8411
225	TTGX	604448	8412
226	TTGX	913049	8414
227	TTGX	913277	8415
228	TTGX	604413	8417
229	TTGX	159789	8418
230	TTGX	603703	8419
231	TTGX	158604	8421
232	TTGX	157997	8422
233	TTGX	920052	8423
234	TTGX	604101	8425
235	TTGX	931221	8428
236	TTGX	931231	8429
237	TTGX	931145	8431
238	TTGX	913334	8432
239	TTGX	158298	8433
240	TTGX	962349	8435
241	TTGX	157674	8437
242	TTGX	964432	8438
243	TTGX	158410	8440
244	TTGX	156961	8441
245	TTGX	156160	8443
246	TTGX	158821	8444
247	TTGX	156586	8445
248	TTGX	157537	8446
249	TTGX	157687	8448
250	TTGX	156173	8449
251	TTGX	159031	8450
252	TTGX	913788	8453
253	TTGX	913831	8454
254	TTGX	930223	8456
255	TTGX	913228	8457
256	TTGX	930467	8458
257	TTGX	160478	8460
258	TTGX	158530	8461
259	TTGX	156335	8462
260	TTGX	156373	8463
261	TTGX	157798	8464
262	TTGX	604220	8465
263	TTGX	158819	8467
264	TTGX	920020	8468
265	TTGX	157597	8469
266	TTGX	961972	8472
267	TTGX	160214	8473
268	TTGX	158740	8475
269	TTGX	963195	8478
270	TTGX	962006	8479
271	TTGX	156984	8480
272	TTGX	159043	8481
273	TTGX	157202	8482
274	TTGX	156746	8483
275	TTGX	158434	8484
276	TTGX	156540	8485
277	TTGX	156902	8486
278	TTGX	603693	8487
279	TTGX	160118	8488

Schedule "B" Equipment

Lease N-591 (PRR)

Count	CarInt	CarNum	Rack#
280	TTGX	159100	8496
281	TTGX	158968	8497
282	TTGX	157996	8500
283	TTGX	603735	8502
284	TTGX	964407	8503
285	TTGX	962947	8504
286	TTGX	930656	8506
287	TTGX	962018	8507
288	TTGX	913387	8508
289	TTGX	913254	8509
290	TTGX	604336	8512
291	TTGX	603526	8514
292	TTGX	913111	8517
293	TTGX	913506	8519
294	TTGX	930100	8525
295	TTGX	913618	8530
296	TTGX	913847	8532
297	TTGX	930239	8534
298	TTGX	159189	8535
299	TTGX	159560	8537
300	TTGX	158847	8538
301	TTGX	156759	8539
302	TTGX	603302	8541
303	TTGX	912301	8542
304	TTGX	603895	8544
305	TTGX	963807	8546
306	TTGX	159912	8548
307	TTGX	913425	8550
308	TTGX	913135	8551
309	TTGX	603939	8554
310	TTGX	920015	8556
311	TTGX	158772	8557
312	TTGX	962027	8558
313	TTGX	160789	8559
314	TTGX	159782	8560
315	TTGX	964417	8561
316	TTGX	160260	8562
317	TTGX	156747	8563
317 Total Bi- levels			

Tri-Level Autoracks

Count	CarInt	CarNum	Rack#
1	ETTX	860340	8673
2	ETTX	860404	8674
3	ETTX	860338	8675
4	ETTX	860405	8677
5	ETTX	860392	8679
6	ETTX	860394	8681
7	ETTX	860412	8682
8	ETTX	860300	8683
9	ETTX	860406	8684
10	ETTX	860407	8685
11	ETTX	860301	8688
12	ETTX	860362	8689
13	ETTX	860385	8690
14	ETTX	860372	8692
15	ETTX	860373	8694
16	ETTX	860377	8695
17	ETTX	860374	8696
18	ETTX	860358	8699
19	ETTX	860299	8701
20	ETTX	860369	8702
21	ETTX	860360	8704
22	ETTX	860315	8705
23	ETTX	860368	8707
24	ETTX	860302	8708
25	ETTX	860296	8710
26	ETTX	860391	8711
27	ETTX	860345	8713
28	ETTX	860343	8715
29	ETTX	860389	8717
30	ETTX	860304	8721
31	ETTX	860408	8723
32	ETTX	860352	8724
33	ETTX	860382	8728
34	ETTX	860311	8729
35	ETTX	860381	8731
36	ETTX	903332	8735
37	ETTX	901596	8737
38	ETTX	860357	8738
39	ETTX	860295	8740
40	ETTX	860397	8741
41	ETTX	860366	8743
42	ETTX	860351	8746
43	ETTX	860401	8748
44	ETTX	902037	8749
45	ETTX	901118	8754
46	ETTX	860318	8755
47	ETTX	860314	8756
48	ETTX	860312	8762
49	ETTX	907088	8763
50	ETTX	860303	8764
51	ETTX	860386	8765
52	ETTX	860298	8766
53	ETTX	802694	8767

Schedule "B" Equipment

Lease N-591 (PRR)

Count	CarInt	CarNum	Rack#	Count	CarInt	CarNum	Rack#
54	ETTX	909836	8769	102	ETTX	852988	8853
55	ETTX	803331	8770	103	ETTX	850469	8854
56	ETTX	860384	8771	104	ETTX	852958	8857
57	ETTX	860413	8772	105	ETTX	850204	8858
58	ETTX	907129	8773	106	ETTX	850927	8861
59	ETTX	800885	8774	107	ETTX	853027	8862
60	ETTX	860141	8775	108	ETTX	850104	8863
61	ETTX	860329	8780	109	ETTX	850298	8864
62	ETTX	860341	8781	110	ETTX	852817	8869
63	ETTX	901699	8782	111	ETTX	853002	8871
64	ETTX	903542	8786	112	ETTX	853020	8874
65	ETTX	903559	8787	113	ETTX	850217	8875
66	ETTX	860398	8788	114	ETTX	850471	8878
67	ETTX	903741	8789	115	ETTX	850097	8880
68	ETTX	860327	8791	116	ETTX	850218	8881
69	ETTX	908588	8792	117	ETTX	850452	8886
70	ETTX	903699	8794	118	ETTX	853054	8890
71	ETTX	860322	8795	119	ETTX	852979	8891
72	ETTX	903153	8796	120	ETTX	850972	8892
73	ETTX	907294	8797	121	ETTX	852916	8893
74	ETTX	860402	8798	122	ETTX	852987	8894
75	ETTX	903675	8800	123	ETTX	850466	8897
76	ETTX	901467	8804	124	ETTX	850465	8898
77	ETTX	860323	8805	125	ETTX	700281	8902
78	ETTX	903012	8806	126	ETTX	850441	8903
79	ETTX	902789	8809	127	ETTX	850190	8904
80	ETTX	860355	8810	128	ETTX	853055	8908
81	ETTX	907784	8813	129	ETTX	853028	8910
82	ETTX	902088	8815	130	ETTX	853033	8912
83	ETTX	909376	8817	131	ETTX	853032	8913
84	ETTX	908789	8819	132	ETTX	852985	8914
85	ETTX	801011	8821	133	ETTX	852989	8916
86	ETTX	909451	8822	134	ETTX	852011	8917
87	ETTX	860331	8825	135	ETTX	850475	8918
88	ETTX	860330	8826	136	ETTX	853863	8920
89	ETTX	860337	8828	137	ETTX	850146	8922
90	ETTX	907788	8829	138	ETTX	850184	8923
91	ETTX	902497	8831	139	ETTX	850118	8925
92	ETTX	908141	8834	140	ETTX	850224	8926
93	ETTX	907678	8835	141	ETTX	850446	8927
94	ETTX	902722	8836	142	ETTX	850231	8929
95	ETTX	902106	8837	143	ETTX	850124	8930
96	ETTX	902786	8838	144	ETTX	850165	8931
97	ETTX	907922	8840	145	ETTX	850135	8933
98	ETTX	860326	8842	146	ETTX	853240	8934
99	ETTX	902194	8846	147	ETTX	850156	8935
100	ETTX	860334	8848	148	ETTX	850474	8936
101	ETTX	902110	8849	149	ETTX	850476	8937

Schedule "B" Equipment

Lease N-591 (PRR)

Count	CarInt	CarNum	Rack#
150	ETTX	853335	8939
151	ETTX	853009	8940
152	ETTX	850454	8942
153	ETTX	850463	8943
154	ETTX	850205	8945
155	ETTX	850468	8947
156	ETTX	850232	8951
157	ETTX	852250	8952
158	TTQX	909142	8956
159	TTQX	909434	8958
160	TTQX	800741	8961
161	TTQX	800298	8962
162	TTQX	908667	8965
163	TTQX	800222	8967
164	TTQX	900742	8970
165	TTQX	908820	8971
166	TTQX	903734	8973
167	TTQX	802746	8974
168	TTQX	802817	8975
169	TTQX	901372	8976
170	TTQX	905894	8978
171	TTQX	901186	8979
172	TTQX	802632	8982
173	TTQX	800781	8985
174	TTQX	800340	8987
175	TTQX	802516	8989
176	TTQX	810146	8992
177	TTQX	908372	8995
178	TTQX	801049	8997
179	TTQX	810157	8998

179 Total Tri level Autoracks

496 Grand Total Autoracks