RECORDATION NO. 17490-G FILED

AUG 17 '04 2-15 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

August 17, 2004

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

Re: PRR – N291

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 17490.

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:

1595 railcars bearing CR and NYC reporting marks and road numbers set forth on Schedule B to the Memorandum.

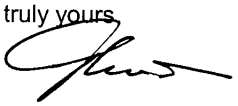
A short summary of the document to appear in the index follows:

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-N291, by

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

RECORDATION NO. 17496-G FILED

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

AUG 17 '04 2-15 PM

SURFACE TRANSPORTATION BOARD

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-N291 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-N291 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-N291 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-N291 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 NY)
) SS.:
COUNTY OF NEW YORK NY)

On this 12 day of AUGUST, 2004, before me personally appeared Joseph Rogers, to me personally known, who, by me being duly sworn, says that he is SVP & Treasurer 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.

Dwayne DeFreitas
Notary Public

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

My commission expires

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

On this 12th day of August, 2004, before me personally appeared William J. Romig, to me personally known, who, by me being duly sworn, says that he is Vpt Treasurer of PRR NEWCO, 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.

Cynthia Zakary
Notary Public

My commission expires

CYNTHIA ZAKARY
NOTARY PUBLIC, State of New York
No. 01ZA6064377
Qualified in New York County
Commission Expires Sept. 24, 2005

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

On this 12th day of August, 2004, before me personally appeared William J. Romig, to me personally known, who, by me being duly sworn, says that he is Vpt 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.

Cynthia Zakary
Notary Public

My commission expires

CYNTHIA ZAKARY
NOTARY PUBLIC, State of New York
No. 01ZA6064377
Qualified in New York County
Commission Expires Sept. 24, 2005

SCHEDULE A
SENIOR TRANSACTION N291

Senior Lease:

Lease Agreement dated as of August 1, 1991, 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 August 21, 1991, and assigned recordation number 17490.

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 August 1, 1991, 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 August 21, 1991, and assigned recordation number 17490.

Security Trustee:

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

Schedule "B" Equipment

Lease N291

Count	CarInt	CarNum	Count	CarInt	CarNum	Count	CarInt	CarNum
60' Equipped Boxcars								
1	CR	218513	47	CR	279471	33	CR	576442
2	CR	219925	48	CR	279476	34	CR	576449
3	CR	219937	49	CR	279478	35	CR	576453
4	CR	219963	50	CR	281404	36	CR	576455
5	CR	219971	51	CR	281412	37	CR	576461
6	CR	219997	52	CR	281441	38	CR	576480
7	CR	220240	53	CR	281483	39	CR	576494
8	CR	220252	54	CR	281516	40	CR	576502
9	CR	220264	55	CR	281525	41	CR	576527
10	CR	220508	56	CR	281533	42	CR	576559
11	CR	220999	57	CR	281581	43	CR	576560
12	CR	221005	58	CR	281590	44	CR	576561
13	CR	221008	58 60' Eqd Boxcars			45	CR	576566
14	CR	221009				46	CR	576570
15	CR	221010	52' 100 ton Gondolas			47	CR	576602
16	CR	221012	1	CR	576001	48	CR	576604
17	CR	221016	2	CR	576016	49	CR	576612
18	CR	221017	3	CR	576029	50	CR	576635
19	CR	223740	4	CR	576034	51	CR	576643
20	CR	274881	5	CR	576035	52	CR	576668
21	CR	274889	6	CR	576062	53	CR	576677
22	CR	274925	7	CR	576068	54	CR	576686
23	CR	274955	8	CR	576077	55	CR	576700
24	CR	274976	9	CR	576111	56	CR	576704
25	CR	275063	10	CR	576118	57	CR	576746
26	CR	275146	11	CR	576140	58	CR	576765
27	CR	275183	12	CR	576143	59	CR	576766
28	CR	275207	13	CR	576155	60	CR	576770
29	CR	275212	14	CR	576162	61	CR	576785
30	CR	275220	15	CR	576176	62	CR	576791
31	CR	275271	16	CR	576205	63	CR	576795
32	CR	275276	17	CR	576241	64	CR	576797
33	CR	275283	18	CR	576255	65	CR	576820
34	CR	275287	19	CR	576268	66	CR	576827
35	CR	275294	20	CR	576271	67	CR	576843
36	CR	275324	21	CR	576278	68	CR	576857
37	CR	275325	22	CR	576299	69	CR	576858
38	CR	275332	23	CR	576327	70	CR	576860
39	CR	275348	24	CR	576331	71	CR	576876
40	CR	275362	25	CR	576336	72	CR	576891
41	CR	277428	26	CR	576383	73	CR	576907
42	CR	277898	27	CR	576405	74	CR	576925
43	CR	278014	28	CR	576407	75	CR	576932
44	CR	278019	29	CR	576419	76	NYC	576935
45	CR	278037	30	CR	576424	77	CR	576940
46	NYC	279315	31	CR	576427	78	CR	576948
			32	CR	576434	79	CR	576960

Schedule "B" Equipment

Lease N291

Count	CarInt	CarNum	Count	CarInt	CarNum	Count	CarInt	CarNum
52' 100 ton Gondolas (cont.)								
80	CR	577007						
81	CR	577018	127	CR	577598	174	CR	578275
82	CR	577030	128	CR	577622	175	CR	578276
83	CR	577059	129	CR	577645	176	CR	578284
84	CR	577074	130	CR	577657	177	CR	578286
85	CR	577075	131	CR	577677	178	CR	578289
86	CR	577079	132	CR	577706	179	CR	578291
87	CR	577094	133	CR	577716	180	CR	578293
88	CR	577108	134	CR	577742	181	CR	578294
89	CR	577109	135	CR	577752	182	CR	578310
90	CR	577117	136	CR	577764	183	CR	578312
91	CR	577124	137	CR	577780	184	CR	578316
92	CR	577138	138	CR	577811	185	CR	578319
93	CR	577171	139	CR	577844	186	CR	578322
94	CR	577179	140	CR	577869	187	CR	578327
95	CR	577186	141	CR	577877	188	CR	578329
96	CR	577200	142	CR	577898	189	CR	578332
97	CR	577205	143	CR	577900	190	CR	578334
98	CR	577211	144	CR	577964	191	CR	578335
99	CR	577214	145	CR	577973	192	CR	578343
100	CR	577215	146	CR	577975	193	CR	578346
101	CR	577222	147	CR	577991	194	CR	578349
102	CR	577254	148	CR	578008	195	CR	578361
103	CR	577256	149	CR	578028	196	CR	578362
104	CR	577258	150	CR	578042	197	CR	578366
105	CR	577262	151	CR	578060	198	CR	578371
106	CR	577282	152	CR	578063	199	CR	578375
107	CR	577287	153	CR	578072	200	CR	578382
108	CR	577296	154	CR	578088	201	CR	578390
109	CR	577310	155	CR	578090	202	CR	578393
110	CR	577331	156	CR	578109	203	CR	578396
111	CR	577368	157	CR	578119	204	CR	578399
112	CR	577370	158	CR	578120	205	CR	578400
113	CR	577400	159	CR	578142	206	CR	578403
114	CR	577407	160	CR	578144	207	CR	578405
115	CR	577409	161	CR	578158	208	NYC	578406
116	CR	577448	162	CR	578173	209	CR	578413
117	CR	577450	163	CR	578174	210	CR	578441
118	CR	577471	164	CR	578179	211	CR	578456
119	CR	577486	165	CR	578215	212	CR	578458
120	CR	577520	166	CR	578228	213	CR	578459
121	CR	577540	167	CR	578230	214	CR	578462
122	CR	577558	168	CR	578247	215	CR	578463
123	CR	577566	169	CR	578250	216	CR	578465
124	CR	577571	170	CR	578251	217	CR	578466
125	CR	577588	171	CR	578254	218	CR	578468
126	CR	577589	172	CR	578263	219	CR	578470
			173	CR	578266	220	CR	578476

Schedule "B" Equipment

Lease N291

Count	CarInt	CarNum	Count	CarInt	CarNum	Count	CarInt	CarNum
52' 100 ton Gondolas (cont.)								
221	CR	578478						
222	CR	578482	268	CR	578721	315	CR	580644
223	CR	578483	269	CR	578729	316	CR	580658
224	CR	578485	270	CR	578741	317	CR	580676
225	CR	578496	271	CR	578743	318	CR	580678
226	NYC	578500	272	CR	578747	319	CR	580692
227	CR	578501	273	CR	579442	320	CR	580721
228	CR	578508	274	CR	579495	321	CR	580723
229	CR	578514	275	CR	579518	322	CR	580800
230	CR	578516	276	CR	579575	323	CR	580819
231	CR	578519	277	CR	579592	324	CR	580823
232	CR	578522	278	CR	579666	325	CR	580859
233	CR	578524	279	CR	579691	326	CR	580862
234	CR	578534	280	CR	579788	327	CR	580864
235	CR	578535	281	CR	579794	328	CR	580865
236	CR	578536	282	CR	579795	329	CR	580868
237	CR	578537	283	CR	579798	330	CR	580938
238	CR	578541	284	CR	579799	331	CR	580955
239	CR	578554	285	CR	579821	332	CR	580979
240	CR	578556	286	CR	579853	333	CR	580992
241	CR	578568	287	CR	579855	334	CR	581009
242	CR	578576	288	CR	580103	335	CR	581017
243	NYC	578578	289	CR	580118	336	CR	581025
244	CR	578590	290	CR	580138	337	CR	581065
245	CR	578592	291	CR	580156	338	CR	581085
246	CR	578607	292	CR	580176	339	CR	581101
247	NYC	578610	293	CR	580194	340	CR	581102
248	CR	578611	294	CR	580201	341	CR	581124
249	CR	578619	295	CR	580214	342	CR	581194
250	CR	578620	296	CR	580221	343	CR	581195
251	CR	578631	297	CR	580277	344	CR	581198
252	CR	578637	298	CR	580287	345	CR	581199
253	CR	578638	299	CR	580305	346	CR	584106
254	CR	578639	300	CR	580333	347	CR	584302
255	CR	578643	301	CR	580354	348	CR	584306
256	CR	578644	302	CR	580357	349	CR	584307
257	CR	578646	303	CR	580362	350	CR	584308
258	CR	578653	304	CR	580405	351	CR	584309
259	CR	578655	305	CR	580415	352	CR	584310
260	CR	578656	306	CR	580425	353	CR	584317
261	CR	578658	307	CR	580428	354	CR	585100
262	CR	578662	308	CR	580432	355	CR	585103
263	CR	578670	309	CR	580460	356	CR	585104
264	CR	578673	310	CR	580481	357	CR	585107
265	CR	578685	311	CR	580588	358	CR	585108
266	CR	578691	312	CR	580597	359	CR	585110
267	CR	578714	313	CR	580611	360	CR	585112
			314	CR	580624	361	CR	585114

Schedule "B" Equipment

Lease N291

Count	CarInt	CarNum
52' 100 ton Gondolas (cont.)		
362	CR	585183
363	CR	585252
364	CR	585253
365	CR	585256
366	CR	585257
367	CR	585267
	367 52' 100 ton Gons	
Covered Hoppers		
1	CR	886438
2	CR	886816
3	CR	886828
4	CR	886849
5	CR	886860
6	CR	886861
7	CR	886901
8	CR	886915
9	CR	886938
10	CR	886951
11	CR	886959
12	CR	886984
13	CR	887029
14	CR	887035
15	CR	887043
16	CR	887108
17	CR	887124
18	CR	887126
19	CR	887145
20	CR	887149
21	CR	887151
22	CR	887162
23	CR	887237
24	CR	887252
25	CR	887259
26	CR	887270
27	CR	887287
28	CR	887291
29	CR	887313
30	CR	887316
31	CR	887363
32	CR	887364
33	CR	887367
34	CR	887392
35	CR	887404
36	CR	887405
37	CR	887415
38	CR	887443

Count	CarInt	CarNum
39	CR	887451
40	CR	887497
41	CR	887546
42	CR	887554
43	CR	887562
44	CR	887575
45	CR	887598
46	CR	887609
47	CR	887612
48	CR	887615
49	CR	887626
50	CR	887640
51	CR	887652
52	CR	887698
53	CR	887726
54	CR	887740
55	CR	887747
56	CR	888282
57	CR	888765
58	CR	888880
59	CR	888987
60	CR	888989
61	CR	889069
62	CR	889090
63	CR	889204
64	CR	889431
65	CR	889754
66	NYC	889835
67	CR	889911
68	CR	889967
69	NYC	891221
	69 Cov. Hoppers	
High Side Coal Gondolas		
1	CR	503303
2	CR	503304
3	CR	503305
4	CR	503306
5	CR	503311
6	CR	503312
7	CR	503313
8	CR	503314
9	CR	503321
10	CR	503322
11	CR	503323
12	CR	503325
13	CR	503326

Count	CarInt	CarNum
14	CR	503328
15	CR	503329
16	CR	503330
17	CR	503332
18	CR	503335
19	CR	503339
20	CR	503340
21	CR	503342
22	CR	503343
23	CR	503345
24	CR	503348
25	CR	503350
26	CR	503351
27	CR	503352
28	CR	503354
29	CR	503355
30	CR	503357
31	CR	503359
32	CR	503362
33	CR	503366
34	CR	503370
35	CR	503371
36	CR	503374
37	CR	503375
38	CR	503378
39	CR	503379
40	CR	503380
41	CR	503381
42	CR	503384
43	CR	503386
44	CR	503388
45	CR	503389
46	CR	503392
47	CR	503393
48	CR	503394
49	CR	503395
50	CR	503396
51	CR	503398
52	CR	503399
53	CR	503400
54	CR	503401
55	CR	503404
56	CR	503405
57	CR	503407
58	CR	503410
59	CR	503413
60	CR	503418

Schedule "B" Equipment

Lease N291

Count	CarInt	CarNum	Count	CarInt	CarNum	Count	CarInt	CarNum
High Side Coal Gondolas (cont.)								
61	CR	503419						
62	CR	503423	108	CR	503506	155	CR	503585
63	CR	503425	109	CR	503508	156	CR	503587
64	CR	503427	110	CR	503509	157	CR	503588
65	CR	503432	111	CR	503511	158	CR	503589
66	CR	503434	112	CR	503513	159	CR	503590
67	CR	503435	113	CR	503514	160	CR	503591
68	CR	503436	114	CR	503516	161	CR	503592
69	CR	503438	115	CR	503517	162	CR	503593
70	CR	503439	116	CR	503521	163	CR	503594
71	CR	503440	117	CR	503522	164	CR	503595
72	CR	503442	118	CR	503523	165	CR	503598
73	CR	503445	119	CR	503525	166	CR	503600
74	CR	503449	120	CR	503526	167	CR	503602
75	CR	503451	121	CR	503527	168	CR	503605
76	CR	503454	122	CR	503529	169	CR	503607
77	CR	503455	123	CR	503531	170	CR	503609
78	CR	503456	124	CR	503532	171	CR	503616
79	CR	503457	125	CR	503533	172	CR	503619
80	CR	503458	126	CR	503534	173	CR	503620
81	CR	503460	127	CR	503535	174	CR	503621
82	CR	503461	128	CR	503536	175	CR	503622
83	CR	503462	129	CR	503538	176	CR	503625
84	CR	503463	130	CR	503541	177	CR	503628
85	CR	503465	131	CR	503542	178	CR	503629
86	CR	503472	132	CR	503543	179	CR	503630
87	CR	503473	133	CR	503544	180	CR	503632
88	CR	503475	134	CR	503546	181	CR	503634
89	CR	503476	135	CR	503548	182	CR	503635
90	CR	503480	136	CR	503549	183	CR	503636
91	CR	503481	137	CR	503553	184	CR	503637
92	CR	503482	138	CR	503554	185	CR	503638
93	CR	503484	139	CR	503555	186	CR	503639
94	CR	503485	140	CR	503556	187	CR	503640
95	CR	503486	141	CR	503559	188	CR	503642
96	CR	503487	142	CR	503561	189	CR	503643
97	CR	503488	143	CR	503562	190	CR	503644
98	CR	503491	144	CR	503563	191	CR	503645
99	CR	503492	145	CR	503566	192	CR	503646
100	CR	503493	146	CR	503567	193	CR	503647
101	CR	503494	147	CR	503568	194	CR	503653
102	CR	503495	148	CR	503570	195	CR	503655
103	CR	503496	149	CR	503572	196	CR	503656
104	CR	503498	150	CR	503578	197	CR	503659
105	CR	503503	151	CR	503580	198	CR	503660
106	CR	503504	152	CR	503581	199	CR	503662
107	CR	503505	153	CR	503582	200	CR	503664
			154	CR	503583	201	CR	503665

Schedule "B" Equipment

Lease N291

Count	CarInt	CarNum	Count	CarInt	CarNum	Count	CarInt	CarNum
High Side Coal Gondolas (cont.)								
202	CR	503666						
203	CR	503669	249	CR	503753	296	CR	503832
204	CR	503670	250	CR	503754	297	CR	503833
205	CR	503672	251	CR	503755	298	CR	503834
206	CR	503676	252	CR	503756	299	CR	503835
207	CR	503677	253	CR	503758	300	CR	503836
208	CR	503679	254	CR	503761	301	CR	503838
209	CR	503680	255	CR	503765	302	CR	503842
210	CR	503681	256	CR	503770	303	CR	503844
211	CR	503684	257	CR	503772	304	CR	503846
212	CR	503685	258	CR	503773	305	CR	503847
213	CR	503691	259	CR	503774	306	CR	503850
214	CR	503692	260	CR	503776	307	CR	503851
215	CR	503693	261	CR	503777	308	CR	503852
216	CR	503694	262	CR	503779	309	CR	503853
217	CR	503695	263	CR	503780	310	CR	503854
218	CR	503696	264	CR	503782	311	CR	503855
219	CR	503697	265	CR	503783	312	CR	503856
220	CR	503698	266	CR	503784	313	CR	503858
221	CR	503700	267	CR	503785	314	CR	503859
222	CR	503705	268	CR	503788	315	CR	503861
223	CR	503706	269	CR	503791	316	CR	503863
224	CR	503707	270	CR	503792	317	CR	503865
225	CR	503708	271	CR	503793	318	CR	503868
226	CR	503711	272	CR	503795	319	CR	503869
227	CR	503712	273	CR	503796	320	CR	503870
228	CR	503713	274	CR	503797	321	CR	503872
229	CR	503714	275	CR	503798	322	CR	503875
230	CR	503715	276	CR	503800	323	CR	503876
231	CR	503716	277	CR	503801	324	CR	503880
232	CR	503719	278	CR	503803	325	CR	503881
233	CR	503720	279	CR	503807	326	CR	503882
234	CR	503722	280	CR	503809	327	CR	503883
235	CR	503725	281	CR	503811	328	CR	503887
236	CR	503726	282	CR	503812	329	CR	503888
237	CR	503728	283	CR	503813	330	CR	503889
238	CR	503731	284	CR	503816	331	CR	503891
239	CR	503737	285	CR	503817	332	CR	503892
240	CR	503738	286	CR	503820	333	CR	503893
241	CR	503741	287	CR	503822	334	CR	503896
242	CR	503744	288	CR	503823	335	CR	503898
243	CR	503745	289	CR	503824	336	CR	503902
244	CR	503747	290	CR	503825	337	CR	503904
245	CR	503749	291	CR	503826	338	CR	503906
246	CR	503750	292	CR	503827	339	CR	503909
247	CR	503751	293	CR	503828	340	CR	503911
248	CR	503752	294	CR	503829	341	CR	503912
			295	CR	503831	342	CR	503914

Schedule "B" Equipment

Lease N291

Count	CarInt	CarNum	Count	CarInt	CarNum	Count	CarInt	CarNum
High Side Coal Gondolas (cont.)								
343	CR	503918						
344	CR	503919	390	CR	503995	437	CR	504075
345	CR	503920	391	CR	503996	438	CR	504076
346	CR	503921	392	CR	503997	439	CR	504077
347	CR	503925	393	CR	503999	440	CR	504080
348	CR	503927	394	CR	504000	441	CR	504082
349	CR	503929	395	CR	504001	442	CR	504084
350	CR	503930	396	CR	504004	443	CR	504085
351	CR	503932	397	CR	504005	444	CR	504086
352	CR	503934	398	CR	504006	445	CR	504087
353	CR	503937	399	CR	504008	446	CR	504089
354	CR	503938	400	CR	504009	447	CR	504095
355	CR	503939	401	CR	504011	448	CR	504098
356	CR	503940	402	CR	504012	449	CR	504099
357	CR	503941	403	CR	504013	450	CR	504100
358	CR	503942	404	CR	504014	451	CR	504101
359	CR	503943	405	CR	504016	452	CR	504104
360	CR	503944	406	CR	504017	453	CR	504105
361	CR	503945	407	CR	504022	454	CR	504106
362	CR	503946	408	CR	504025	455	CR	504112
363	CR	503947	409	CR	504026	456	CR	504113
364	CR	503948	410	CR	504027	457	CR	504117
365	CR	503950	411	CR	504028	458	CR	504118
366	CR	503951	412	CR	504030	459	CR	504120
367	CR	503953	413	CR	504031	460	CR	504122
368	CR	503954	414	CR	504032	461	CR	504123
369	CR	503955	415	CR	504033	462	CR	504124
370	CR	503960	416	CR	504035	463	CR	504125
371	CR	503962	417	CR	504039	464	CR	504127
372	CR	503963	418	CR	504040	465	CR	504128
373	CR	503964	419	CR	504041	466	CR	504129
374	CR	503968	420	CR	504042	467	CR	504130
375	CR	503969	421	CR	504045	468	CR	504133
376	CR	503971	422	CR	504046	469	CR	504134
377	CR	503974	423	CR	504048	470	CR	504135
378	CR	503977	424	CR	504049	471	CR	504136
379	CR	503978	425	CR	504051	472	CR	504139
380	CR	503979	426	CR	504053	473	CR	504141
381	CR	503980	427	CR	504056	474	CR	504142
382	CR	503982	428	CR	504057	475	CR	504143
383	CR	503983	429	CR	504059	476	CR	504146
384	CR	503984	430	CR	504060	477	CR	504148
385	CR	503986	431	CR	504061	478	CR	504149
386	CR	503987	432	CR	504069	479	CR	504152
387	CR	503988	433	CR	504071	480	CR	504153
388	CR	503991	434	CR	504072	481	CR	504154
389	CR	503994	435	CR	504073	482	CR	504155
			436	CR	504074	483	CR	504156

Schedule "B" Equipment

Lease N291

Count	CarInt	CarNum	Count	CarInt	CarNum	Count	CarInt	CarNum
High Side Coal Gondolas (cont.)								
484	CR	504158						
485	CR	504161	531	CR	504233	578	CR	504324
486	CR	504164	532	CR	504237	579	CR	504327
487	CR	504166	533	CR	504239	580	CR	504328
488	CR	504167	534	CR	504240	581	CR	504330
489	CR	504168	535	CR	504243	582	CR	504334
490	CR	504169	536	CR	504247	583	CR	504335
491	CR	504170	537	CR	504248	584	CR	504336
492	CR	504172	538	CR	504249	585	CR	504338
493	CR	504173	539	CR	504252	586	CR	504339
494	CR	504175	540	CR	504253	587	CR	504340
495	CR	504176	541	CR	504254	588	CR	504343
496	CR	504177	542	CR	504255	589	CR	504344
497	CR	504178	543	CR	504256	590	CR	504347
498	CR	504179	544	CR	504257	591	CR	504349
499	CR	504181	545	CR	504258	592	CR	504351
500	CR	504182	546	CR	504259	593	CR	504353
501	CR	504187	547	CR	504261	594	CR	504355
502	CR	504188	548	CR	504262	595	CR	504357
503	CR	504191	549	CR	504263	596	CR	504358
504	CR	504192	550	CR	504264	597	CR	504359
505	CR	504195	551	CR	504266	598	CR	504361
506	CR	504196	552	CR	504268	599	CR	504362
507	CR	504198	553	CR	504272	600	CR	504365
508	CR	504199	554	CR	504274	601	CR	504367
509	CR	504200	555	CR	504275	602	CR	504368
510	CR	504201	556	CR	504278	603	CR	504376
511	CR	504202	557	CR	504280	604	CR	504377
512	CR	504203	558	CR	504281	605	CR	504381
513	CR	504204	559	CR	504282	606	CR	504383
514	CR	504205	560	CR	504284	607	CR	504384
515	CR	504206	561	CR	504285	608	CR	504385
516	CR	504208	562	CR	504287	609	CR	504386
517	CR	504209	563	CR	504290	610	CR	504387
518	CR	504210	564	CR	504292	611	CR	504388
519	CR	504211	565	CR	504293	612	CR	504390
520	CR	504212	566	CR	504296	613	CR	504391
521	CR	504213	567	CR	504301	614	CR	504392
522	CR	504214	568	CR	504302	615	CR	504393
523	CR	504216	569	CR	504303	616	CR	504394
524	CR	504218	570	CR	504305	617	CR	504395
525	CR	504221	571	CR	504306	618	CR	504396
526	CR	504222	572	CR	504310	619	CR	504398
527	CR	504224	573	CR	504312	620	CR	504401
528	CR	504225	574	CR	504318	621	CR	504402
529	CR	504228	575	CR	504320	622	CR	504404
530	CR	504231	576	CR	504321	623	CR	504405
			577	CR	504323	624	CR	504406

Schedule "B" Equipment

Lease N291

Count	CarInt	CarNum	Count	CarInt	CarNum	Count	CarInt	CarNum
High Side Coal Gondolas (cont.)								
625	CR	504407						
626	CR	504408	672	CR	504485	719	CR	504568
627	CR	504410	673	CR	504486	720	CR	504572
628	CR	504411	674	CR	504487	721	CR	504573
629	CR	504413	675	CR	504489	722	CR	504574
630	CR	504414	676	CR	504490	723	CR	504575
631	CR	504418	677	CR	504492	724	CR	504579
632	CR	504422	678	CR	504493	725	CR	504583
633	CR	504424	679	CR	504497	726	CR	504584
634	CR	504425	680	CR	504498	727	CR	504585
635	CR	504426	681	CR	504499	728	CR	504586
636	CR	504428	682	CR	504500	729	CR	504587
637	CR	504429	683	CR	504502	730	CR	504588
638	CR	504430	684	CR	504503	731	CR	504590
639	CR	504432	685	CR	504506	732	CR	504592
640	CR	504433	686	CR	504511	733	CR	504593
641	CR	504434	687	CR	504512	734	CR	504595
642	CR	504436	688	CR	504513	735	CR	504597
643	CR	504439	689	CR	504514	736	CR	504599
644	CR	504440	690	CR	504515	737	CR	504600
645	CR	504442	691	CR	504516	738	CR	504602
646	CR	504443	692	CR	504518	739	CR	504605
647	CR	504444	693	CR	504519	740	CR	504607
648	CR	504445	694	CR	504520	741	CR	504609
649	CR	504446	695	CR	504521	742	CR	504610
650	CR	504447	696	CR	504523	743	CR	504613
651	CR	504448	697	CR	504524	744	CR	504616
652	CR	504449	698	CR	504525	745	CR	504617
653	CR	504452	699	CR	504526	746	CR	504618
654	CR	504453	700	CR	504527	747	CR	504620
655	CR	504454	701	CR	504529	748	CR	504621
656	CR	504456	702	CR	504530	749	CR	504622
657	CR	504459	703	CR	504531	750	CR	504623
658	CR	504460	704	CR	504532	751	CR	504624
659	CR	504461	705	CR	504536	752	CR	504625
660	CR	504464	706	CR	504538	753	CR	504626
661	CR	504468	707	CR	504543	754	CR	504627
662	CR	504469	708	CR	504544	755	CR	504629
663	CR	504470	709	CR	504546	756	CR	504632
664	CR	504471	710	CR	504547	757	CR	504633
665	CR	504472	711	CR	504551	758	CR	504634
666	CR	504474	712	CR	504552	759	CR	504636
667	CR	504476	713	CR	504553	760	CR	504637
668	CR	504478	714	CR	504557	761	CR	504638
669	CR	504479	715	CR	504560	762	CR	504643
670	CR	504483	716	CR	504561	763	CR	504644
671	CR	504484	717	CR	504565	764	CR	504645
			718	CR	504566	765	CR	504646

Schedule "B" Equipment

Lease N291

Count	CarInt	CarNum
High Side Coal Gondolas (cont.)		
766	CR	504648
767	CR	504651
768	CR	504652
769	CR	504653
770	CR	504654
771	CR	504656
772	CR	504660
773	CR	504661
774	CR	504662
775	CR	504664
776	CR	504665
777	CR	504666
778	CR	504668
779	CR	504669
780	CR	504670
781	CR	504672
782	CR	504673
783	CR	504676
784	CR	504677
785	CR	504678
786	CR	504679
787	CR	504680
788	CR	504684
789	CR	504687
790	CR	504688
791	CR	504692
792	CR	504694
793	CR	504695
794	CR	504698
795	CR	504704
796	CR	504706
797	CR	504707
798	CR	504708
799	CR	504709
800	CR	504711
801	CR	504712
802	CR	504714
803	CR	504716
804	CR	504718
805	CR	504720
806	CR	504723
807	CR	504726
808	CR	504727
809	CR	504729
810	CR	504731
811	CR	504732
812	CR	504733

Count	CarInt	CarNum
813	CR	504736
814	CR	504737
815	CR	504738
816	CR	504740
817	CR	504741
818	CR	504742
819	CR	504744
820	CR	504745
821	CR	504749
822	CR	504750
823	CR	504751
824	CR	504753
825	CR	504754
826	CR	504755
827	CR	504757
828	CR	504760
829	CR	504761
830	CR	504764
831	CR	504767
832	CR	504768
833	CR	504773
834	CR	504775
835	CR	504776
836	CR	504777
837	CR	504778
838	CR	504779
839	CR	504781
840	CR	504783
841	CR	504784
842	CR	504786
843	CR	504788
844	CR	504789
845	CR	504791
846	CR	504792
847	CR	504793
848	CR	504795
849	CR	504796
850	CR	504797
851	CR	504798
852	CR	504799
	852 Hi Side Coal Gon	
Open Coil Steel Gondolas		
1	CR	607015
2	CR	607016
3	CR	607027
4	CR	607028

Count	CarInt	CarNum
5	CR	607031
6	CR	607042
7	CR	607057
8	CR	607058
9	CR	607059
10	CR	607067
11	CR	607074
12	CR	607076
13	CR	607079
14	CR	607107
15	CR	607109
16	CR	607113
17	CR	607121
18	CR	607124
19	CR	607125
20	CR	607126
21	CR	607134
22	CR	607149
23	CR	607151
24	CR	607152
25	CR	607161
26	CR	607165
27	CR	607174
28	CR	607178
29	CR	607181
30	CR	607190
31	CR	607209
32	CR	607230
33	CR	607242
34	CR	607304
35	CR	607308
36	CR	607309
37	CR	607331
38	CR	607333
39	CR	607338
40	CR	607340
41	CR	607352
42	CR	607356
43	CR	607370
44	CR	607372
45	CR	607381
46	CR	607385
47	CR	607388
48	CR	607390
49	CR	608038
50	CR	608076
51	CR	608079

Schedule "B" Equipment

Lease N291

Count	CarInt	CarNum
Open Coil Steel Gondolas (cont.)		
52	CR	608081
53	CR	608084
54	CR	608089
55	CR	608090
56	CR	608098
57	CR	608100
58	CR	608107
59	CR	608115
60	CR	608124
61	CR	608149
62	CR	608155
63	CR	608164
64	CR	608168
65	CR	608174
66	CR	608212
67	CR	608216
68	CR	608218
69	CR	608225
70	CR	608241
71	CR	608260
72	CR	608322
73	CR	608333
74	CR	608347
75	CR	608372
76	CR	608384
77	CR	608389
78	CR	608424
79	CR	608439
80	CR	608470
81	CR	608490
82	CR	608493
83	CR	608494
84	CR	608496
85	CR	608550
86	CR	608553
87	CR	608572
88	CR	608754
89	CR	608905
90	CR	608907
91	NYC	608914
92	CR	608917
	92 Open Coil Steel Gon	
Covered Coil Steel Gondolas		
1	CR	623560
2	CR	627106
3	CR	627113

Count	CarInt	CarNum
4	CR	627117
5	CR	627122
6	CR	627123
7	CR	627133
8	CR	627164
9	CR	627169
10	CR	627174
11	CR	627182
12	CR	627191
13	CR	627197
14	CR	627204
15	CR	627239
16	CR	627241
17	CR	627258
18	CR	627262
19	CR	627277
20	CR	627302
21	CR	627305
22	CR	627328
23	CR	627347
24	CR	627348
25	CR	627357
26	CR	627361
27	CR	627366
28	CR	627371
29	CR	627403
30	CR	627409
31	CR	627415
32	CR	627416
33	CR	627422
34	CR	627456
35	CR	627490
36	CR	627522
37	CR	627537
	37 Cov Coil Steel Gon	
86' Equipped Boxcars		
1	CR	237347
2	CR	237375
3	CR	237376
4	CR	237377
5	CR	237381
6	CR	237382
7	CR	237384
8	CR	237385
9	CR	237386
10	CR	237389

Count	CarInt	CarNum
11	CR	237394
12	CR	237405
13	CR	237410
14	CR	237546
15	CR	237564
16	CR	237572
17	CR	237582
18	CR	237583
19	CR	237588
20	CR	237624
21	CR	237627
22	CR	237643
23	CR	237651
24	CR	237670
25	CR	237692
26	CR	237694
27	CR	237703
28	CR	237721
29	CR	237750
30	CR	237771
31	CR	237776
32	CR	237777
33	CR	237799
34	CR	237832
35	CR	237837
36	CR	237867
37	CR	237877
38	CR	237888
39	CR	237891
40	CR	237907
41	CR	237926
42	CR	237933
43	CR	237952
44	CR	237963
45	CR	237990
46	CR	238064
47	CR	238068
48	CR	238083
49	CR	238085
50	CR	238102
51	CR	238177
52	CR	238193
53	CR	238196
54	CR	238224
55	CR	238262
56	CR	238266
57	CR	238271

Schedule "B" Equipment

Lease N291

Count	CarInt	CarNum
86' Equipped Boxcars (cont.)		
58	CR	238282
59	CR	239810
60	CR	239822
61	CR	239871
62	CR	239922
63	CR	239924
64	CR	239928
65	CR	239929
66	CR	239930
67	CR	239932
68	CR	239933
69	CR	239935
70	CR	239939
71	CR	239946
72	CR	239948
73	CR	239949
74	CR	239960
75	CR	239978
76	CR	240911
77	CR	240928
78	CR	240945
79	CR	240951
80	CR	240952
81	CR	240955
82	CR	240972
83	CR	240984
84	CR	240985
85	CR	240987
86	CR	240991
87	CR	242014
88	CR	242019
89	CR	242022
90	CR	242023
91	CR	242025
92	CR	242202
93	CR	242203
94	CR	242204
95	CR	242280
96	CR	242281
97	CR	242282
98	CR	242285
99	CR	242286
100	CR	242287
101	CR	242297
102	CR	242326
103	CR	242335
104	CR	242403
105	CR	242421
106	CR	242440
107	CR	242455
108	CR	242478
109	CR	242479
110	CR	242481
111	CR	243142
112	CR	243452
113	CR	243476
114	CR	243478
115	CR	243485
116	CR	243748
117	CR	243763
118	CR	243843
119	CR	293391
	119 86' Eq Boxcars	

Grand total = 1,595 cars