

RECORDATION NO. 19113-E FILED

AUG 17 '04

2-50 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

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

OF COUNSEL
URBAN A. LESTER

August 17, 2004

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

Re: NYC - N1794

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 19113.

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:	NYC Newco, Inc. 500 Water Street Jacksonville, FL 32202
Guarantor:	CSX Transportation, Inc. 500 Water Street Jacksonville, FL 32202
[Assignee:	Wachovia Bank 301 S. Tryon Street Charlotte, NC 28288]

Mr. Vernon A. Williams
August 17, 2004
Page Two

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

24 boxcars within the series NYC 218279 – NYC 282505 and CR 275370; and
322 hopper cars within the series NYC 496181 – NYC 497071 and CR 496353 –
CR 496933.

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

RECORDATION NO. 19113-E FILED

AUG 17 '04

2-50 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUBLEASE AND ASSIGNMENT NYC-N1794, by

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

NYC NEWCO, INC. (the "**Company**")
500 Water Street
Jacksonville, Florida 32202

and

CSX TRANSPORTATION, INC. (the "**Railroad**")
500 Water Street
Jacksonville, Florida 32202.

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 NYC-N1794 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 NYC-N1794 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 NYC-N1794 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 NYC-N1794 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 Norfolk Southern Railway Company, 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 *John R. ...*

NYC NEWCO, INC

by *Lauri G. ...*

CSX TRANSPORTATION, INC.

by *Lauri G. ...*

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

On this 12 day of AUGUST, 2004, before me personally appeared ~~Robert Rogers~~, to me personally known, who, by me being duly sworn, says that he is ~~CEO & 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

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)
COUNTY OF NEW YORK) SS.:

On this 12 day of AUGUST, 2004, before me personally appeared ~~Louis G. Recher~~, to me personally known, who, by me being duly sworn, says that he is ~~AUTHORIZED SIGNATORY~~ of NYC 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)
COUNTY OF NEW YORK) SS.:

On this 12 day of AUGUST, 2004, before me personally appeared ~~Louis G. Recher~~, to me personally known, who, by me being duly sworn, says that he is ~~AUTHORIZED SIGNATORY~~ of CSX TRANSPORTATION, 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

SCHEDULE A
SENIOR TRANSACTION N1794

Senior Lease:

Lease Agreement dated as of December 22, 1994, 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 December 22, 1994, and assigned recordation number 19113.

Senior Lessor:

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

Security Agreement:

Trust Indenture and Security Agreement dated as of December 22, 1994, 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.

Recorded with the Interstate Commerce Commission on December 22, 1994, and assigned recordation number 19113.

Security Trustee:

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

Schedule B Equipment
Lease N1794A

(page 1 of 5)

Category II 60Ft. Equipped Boxcars			Category I Open Top Quad Hoppers		
Count	CarInt	CarNum	Count	CarInt	CarNum
1	NYC	221232	15	NYC	496314
2	NYC	221478	16	NYC	496316
3	NYC	218279	17	NYC	496317
4	NYC	279491	18	NYC	496323
5	NYC	218465	19	NYC	496325
6	NYC	219966	20	NYC	496328
7	NYC	220238	21	NYC	496329
8	NYC	220251	22	NYC	496331
9	NYC	220257	23	NYC	496332
10	NYC	222453	24	NYC	496333
11	NYC	279493	25	NYC	496336
12	NYC	281451	26	NYC	496338
13	NYC	281482	27	NYC	496341
14	NYC	281500	28	NYC	496343
15	NYC	281571	29	NYC	496346
16	NYC	282505	30	CR	496353
17	NYC	279586	31	NYC	496354
18	NYC	279615	32	NYC	496360
19	NYC	279773	33	NYC	496362
20	NYC	279786	34	NYC	496364
21	NYC	279824	35	NYC	496367
22	NYC	279845	36	NYC	496368
23	NYC	279849	37	NYC	496371
24	CR	275370	38	NYC	496376
24	Total Cars Cat II		39	NYC	496379
			40	NYC	496384
			41	NYC	496385
			42	NYC	496386
			43	NYC	496387
			44	NYC	496389
			45	NYC	496390
			46	NYC	496391
			47	NYC	496392
			48	NYC	496394
			49	NYC	496395
			50	NYC	496396
			51	NYC	496397
			52	NYC	496405
			53	NYC	496408
			54	NYC	496409
			55	NYC	496413
			56	NYC	496416
			57	NYC	496417

Schedule B Equipment
Lease N1794A

(page 2 of 5)

Category I			Category I		
Open Top Quad Hoppers			Open Top Quad Hoppers		
Count	CarInt	CarNum	Count	CarInt	CarNum
58	NYC	496420	101	NYC	496545
59	NYC	496429	102	NYC	496546
60	NYC	496444	103	NYC	496549
61	NYC	496445	104	NYC	496550
62	NYC	496446	105	NYC	496552
63	NYC	496447	106	NYC	496554
64	NYC	496449	107	NYC	496555
65	NYC	496450	108	NYC	496558
66	NYC	496453	109	NYC	496562
67	CR	496456	110	NYC	496563
68	NYC	496457	111	NYC	496565
69	NYC	496458	112	NYC	496566
70	NYC	496459	113	NYC	496567
71	NYC	496462	114	NYC	496568
72	NYC	496463	115	NYC	496569
73	NYC	496470	116	NYC	496570
74	NYC	496471	117	NYC	496574
75	NYC	496474	118	NYC	496582
76	NYC	496475	119	NYC	496583
77	NYC	496476	120	NYC	496584
78	NYC	496477	121	NYC	496585
79	NYC	496481	122	NYC	496586
80	NYC	496485	123	NYC	496588
81	NYC	496486	124	NYC	496590
82	NYC	496489	125	NYC	496592
83	NYC	496491	126	NYC	496593
84	NYC	496493	127	NYC	496595
85	NYC	496496	128	NYC	496596
86	NYC	496497	129	NYC	496602
87	NYC	496498	130	NYC	496604
88	NYC	496501	131	NYC	496605
89	NYC	496502	132	NYC	496607
90	NYC	496504	133	NYC	496608
91	NYC	496507	134	NYC	496609
92	NYC	496509	135	NYC	496610
93	CR	496511	136	NYC	496612
94	CR	496521	137	NYC	496613
95	NYC	496522	138	NYC	496614
96	NYC	496526	139	NYC	496615
97	NYC	496528	140	NYC	496623
98	NYC	496533	141	NYC	496626
99	NYC	496535	142	NYC	496635
100	NYC	496539	143	NYC	496638

Schedule B Equipment
Lease N1794A

(page 3 of 5)

Category I			Category I		
Open Top Quad Hoppers			Open Top Quad Hoppers		
Count	CarInt	CarNum	Count	CarInt	CarNum
144	NYC	496639	187	NYC	496738
145	NYC	496645	188	NYC	496743
146	NYC	496648	189	NYC	496746
147	NYC	496650	190	NYC	496747
148	NYC	496651	191	NYC	496751
149	NYC	496653	192	NYC	496752
150	NYC	496660	193	NYC	496753
151	NYC	496662	194	NYC	496758
152	NYC	496663	195	NYC	496759
153	NYC	496664	196	NYC	496762
154	NYC	496670	197	NYC	496763
155	NYC	496671	198	NYC	496765
156	NYC	496673	199	NYC	496768
157	NYC	496674	200	NYC	496770
158	NYC	496675	201	NYC	496771
159	NYC	496676	202	NYC	496773
160	NYC	496677	203	NYC	496774
161	NYC	496679	204	NYC	496778
162	NYC	496681	205	NYC	496782
163	NYC	496683	206	NYC	496783
164	NYC	496684	207	NYC	496784
165	NYC	496686	208	NYC	496786
166	NYC	496687	209	NYC	496787
167	NYC	496688	210	NYC	496788
168	NYC	496691	211	NYC	496793
169	NYC	496692	212	NYC	496795
170	NYC	496696	213	NYC	496796
171	NYC	496697	214	NYC	496797
172	NYC	496698	215	NYC	496801
173	NYC	496700	216	NYC	496803
174	NYC	496703	217	NYC	496806
175	NYC	496704	218	NYC	496807
176	NYC	496711	219	NYC	496810
177	NYC	496713	220	NYC	496811
178	NYC	496717	221	NYC	496812
179	NYC	496718	222	NYC	496817
180	NYC	496719	223	NYC	496819
181	NYC	496723	224	NYC	496821
182	NYC	496726	225	NYC	496830
183	NYC	496727	226	NYC	496831
184	NYC	496728	227	NYC	496832
185	NYC	496733	228	NYC	496833
186	NYC	496735	229	NYC	496834

Schedule B Equipment
Lease N1794A

(page 4 of 5)

Category I			Category I		
Open Top Quad Hoppers			Open Top Quad Hoppers		
Count	CarInt	CarNum	Count	CarInt	CarNum
230	NYC	496836	273	NYC	496942
231	NYC	496845	274	NYC	496943
232	NYC	496850	275	NYC	496944
233	NYC	496855	276	NYC	496950
234	NYC	496856	277	NYC	496951
235	NYC	496857	278	NYC	496953
236	NYC	496858	279	NYC	496956
237	NYC	496861	280	NYC	496958
238	NYC	496862	281	NYC	496960
239	NYC	496863	282	NYC	496961
240	NYC	496866	283	NYC	496963
241	NYC	496868	284	NYC	496967
242	NYC	496869	285	NYC	496968
243	NYC	496875	286	NYC	496974
244	NYC	496879	287	NYC	496975
245	NYC	496881	288	NYC	496977
246	NYC	496894	289	NYC	496980
247	NYC	496895	290	NYC	496985
248	NYC	496897	291	NYC	496987
249	NYC	496898	292	NYC	496988
250	NYC	496899	293	NYC	496995
251	NYC	496900	294	NYC	496998
252	NYC	496901	295	NYC	497001
253	NYC	496903	296	NYC	497002
254	NYC	496905	297	NYC	497006
255	NYC	496907	298	NYC	497007
256	CR	496908	299	NYC	497009
257	NYC	496909	300	NYC	497013
258	NYC	496910	301	NYC	497015
259	NYC	496913	302	NYC	497016
260	NYC	496917	303	NYC	497017
261	NYC	496918	304	NYC	497018
262	NYC	496919	305	NYC	497020
263	NYC	496920	306	NYC	497022
264	NYC	496921	307	NYC	497026
265	NYC	496925	308	NYC	497027
266	NYC	496931	309	NYC	497030
267	CR	496933	310	NYC	497031
268	NYC	496934	311	NYC	497033
269	NYC	496935	312	NYC	497034
270	NYC	496936	313	NYC	497039
271	NYC	496937	314	NYC	497045
272	NYC	496940	315	NYC	497049

Schedule B Equipment
Lease N1794A

(page 5 of 5)

Category I		
Open Top Quad Hoppers		
Count	CarInt	CarNum
316	NYC	497051
317	NYC	497059
318	NYC	497061
319	NYC	497063
320	NYC	497064
321	NYC	497069
322	NYC	497071
322	Total Cars	Cat II