

RECORDATION NO. 18179-e
FILED

AUG 18 '04 11-36 AM

SURFACE TRANSPORTATION BOARD

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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 - L793C

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 18179.

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

Sublessor:	Consolidated Rail Corporation 1000 Howard Boulevard Fourth Floor Mt. Laurel, NJ 08054
Sublessee/ Assignor:	PRR Newco, Inc. 110 Franklin Road, S.E. Roanoke, VA 24042
Trust/Assignee/ Sublessor:	Conrail Sublease Trust PRR L793C c/o Deutsche Bank Trust Company Delaware 1101 Centre Road, Suite 200 Wilmington, DE
Sublessee:	Norfolk Southern Railway Company 110 Franklin Road, S.E. Roanoke, VA 24042
[Senior Lessor:	The Bank of New York]

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

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

9 locomotives PRR 6780 – PRR 6788 (formerly within the series CR 5530 – CR 5542); and 14 locomotives PRR 8376 – PRR 8389 (formerly within the series CR 6157 and CR 6178).

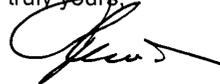
A short summary of the document to appear in the index follows:

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-L793C, by

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

RECORDATION NO. 18179-C FILED

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

AUG 18 '04 11-36 AM

CONRAIL SUBLEASE TRUST PRR-L793C (the "**Trust**")
In care of Deutsche Bank Trust Company Delaware
1101 Centre Road Suite 200
Wilmington, Delaware

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 parties hereto 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 A hereto:

1. The Sublease of Railroad Equipment PRR-L793C between Conrail, sublessor, and the Company, sublessee.
2. The assignment by the Company, assignor, of its subleasehold interest under sublease named in item 1 to the Trust, assignee, and the assumption of the obligations of the Company as sublessee under sublease named in item 1 by the Trust, pursuant to the Assignment and Assumption of Sublease and Agreement PRR-L793C among the Company, the Trust, and Conrail.
3. The Sublease of Railroad Equipment PRR-L793C between the Trust, sublessor, and the Railroad, sublessee.
4. The assignment by the Trust, assignor, of the sublease named in item 3 to Conrail, assignee, as security for the Trust's obligations under the sublease named in item 1, pursuant to the Assignment and Assumption of Sublease and Agreement PRR-L793C described in item 2.

5. The assignment by Conrail, assignor, of the sublease named in item 1, and the reassignment of the sublease named in item 3, to the Senior Lessor, assignee, as security for Conrail's obligations under the Senior Lease, pursuant to the Assignment of Sublease PRR-L793C by Conrail in favor of the Senior Lessor.

6. The assignment by the Railroad, assignor, of its subleasehold interest under the sublease named in item 3 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 

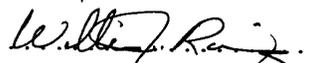
Vice President and Treasurer

CONRAIL SUBLEASE TRUST PRR-L793C

by Deutsche Bank Trust Company
Delaware, not in its individual
capacity but solely as trustee

by 

NORFOLK SOUTHERN RAILWAY COMPANY

by 

Vice President and Treasurer

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

On this 12th day of August, 2004, before me personally appeared Jonathan M. Broder, to me personally known, who, by me being duly sworn, says that he is VP & General Counsel 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.

Sara A. Misthal
.....
Notary Public

My commission expires

SARA A. MISTHAL
NOTARY PUBLIC, State of New York
No. 01MI6100347
Qualified in Queens County
Commission Expires Oct. 14, 2007

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

On this 12th 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 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.

Matthew Buchwald
.....
Notary Public

My commission expires

MATTHEW BUCHWALD
NOTARY PUBLIC, State of New York
No. 01BU5030377
Qualified in Queens County
Commission Expires July 11, 2006

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

On this ^{12th} day of August, 2004, before me personally appeared ^{Marilyn McGowan} to me personally known, who, by me being duly sworn, says that she is ^{JP} of DEUTSCHE BANK TRUST COMPANY DELAWARE, and that the foregoing instrument was signed on behalf of said company 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 company.

Sara A. Misthal
.....
Notary Public

My commission expires

SARA A. MISTHAL
NOTARY PUBLIC, State of New York
No. 01MI6100347
Qualified in Queens County
Commission Expires Oct. 14, 2007

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

On this ^{12th} 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.

Matthew Buchwald
.....
Notary Public

My commission expires

MATTHEW BUCHWALD
NOTARY PUBLIC, State of New York
No. 01BU5030377
Qualified in Queens County
Commission Expires July 11, 2006

SCHEDULE A
SENIOR TRANSACTION L793C

Senior Lease:

Trust Indenture and Security Agreement (Conrail 1993-1) dated as of February 26, 1993, between Consolidated Rail Corporation and U.S. Trust Company of California, N.A. (succeeded by The Bank of New York), as amended.

Recorded with the Interstate Commerce Commission on March 25, 1993, and assigned recordation number 18179.

Senior Lessor:

The Bank of New York, not in its individual capacity but solely as trustee under the security agreement specified above.

Schedule "B" Equipment
ETC 293 PRR

Count	Description	Original		Current	
		Unit Initial	Unit Number	Unit Initial	Unit Number
1	SD60M	CR	005530	PRR	6780
2	SD60M	CR	005531	PRR	6781
3	SD60M	CR	005532	PRR	6782
4	SD60M	CR	005533	PRR	6783
5	SD60M	CR	005537	PRR	6784
6	SD60M	CR	005538	PRR	6785
7	SD60M	CR	005539	PRR	6786
8	SD60M	CR	005541	PRR	6787
9	SD60M	CR	005542	PRR	6788

9 Total SD60M Locomotive Units

1	C40-8W	CR	006157	PRR	8376
2	C40-8W	CR	006158	PRR	8377
3	C40-8W	CR	006159	PRR	8378
4	C40-8W	CR	006160	PRR	8379
5	C40-8W	CR	006165	PRR	8380
6	C40-8W	CR	006166	PRR	8381
7	C40-8W	CR	006168	PRR	8382
8	C40-8W	CR	006170	PRR	8383
9	C40-8W	CR	006171	PRR	8384
10	C40-8W	CR	006173	PRR	8385
11	C40-8W	CR	006174	PRR	8386
12	C40-8W	CR	006175	PRR	8387
13	C40-8W	CR	006176	PRR	8388
14	C40-8W	CR	006178	PRR	8389

14 Total C40-8W Locomotive Units

23 Total PRR Locomotive Units ETC 293