

RECORDATION NO. 18179-D FILED

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AUG 18 '04 11-50 AM
SURFACE TRANSPORTATION BOARD

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 - 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: NYC Newco, Inc.
500 Water Street
Jacksonville, FL 32202
- Trust/Assignee/
Sublessor: Conrail Sublease Trust NYC L793C
c/o Deutsche Bank Trust Company Delaware
1101 Centre Road, Suite 200
Wilmington, DE
- Guarantor: CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202
- [Senior Lessor: The Bank of New York]

Mr. Vernon A. Williams
August 17, 2004
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A description of the railroad equipment covered by the enclosed document is:

7 locomotives within the series CSXT 8759 – CSXT 8774 (formerly within the series CR 5508 – CR 5544); and 10 locomotives CSXT 7344 – CSXT 7353 (formerly within the series CR 6156 – CR 6179).

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 NYC-L793C, by

CONSOLIDATED RAIL CORPORATION ("**Conrail**") RECORDATION NO. 18179-D FILED
1000 Howard Boulevard, Fourth Floor
Mt. Laurel, New Jersey 08054

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

SURFACE TRANSPORTATION BOARD

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

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 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 NYC-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 NYC-L793C among the Company, the Trust, and Conrail.
3. The Sublease of Railroad Equipment NYC-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 NYC-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 NYC-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 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 *Joseph R. Rigo*.....

NYC NEWCO, INC.

by *Lucius H. Reese*.....

CONRAIL SUBLEASE TRUST NYC-L793C

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

by *Manly McEwan*.....

CSX TRANSPORTATION, INC.

by *Lucius H. Reese*.....

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

On this day of August, 2004, before me personally appeared Joseph Rogers, to me personally known, who, by me being duly sworn, says that he is ~~President~~ 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.

.....
Notary Public

My commission expires

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

On this 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.

.....
Notary Public

My commission expires

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

On this August day of August, 2004, before me personally appeared Marilyn McGowan, to me personally known, who, by me being duly sworn, says that he is Vice President 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.

.....Harrell.....Harrell
Notary Public

My commission expires

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

On this August 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.

.....Harrell.....Harrell
Notary Public

My commission expires

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 NYC

Count	Description	Original		Current	
		Unit Initial	Unit Number	Unit Initial	Unit Number
1	SD60M	CR	005508	CSXT	8759
2	SD60M	CR	005534	CSXT	8769
3	SD60M	CR	005535	CSXT	8770
4	SD60M	CR	005536	CSXT	8771
5	SD60M	CR	005540	CSXT	8772
6	SD60M	CR	005543	CSXT	8773
7	SD60M	CR	005544	CSXT	8774
7 Total SD60M Locomotive Units					
1	C40-8W	CR	006156	CSXT	7344
2	C40-8W	CR	006161	CSXT	7345
3	C40-8W	CR	006162	CSXT	7346
4	C40-8W	CR	006163	CSXT	7347
5	C40-8W	CR	006164	CSXT	7348
6	C40-8W	CR	006167	CSXT	7349
7	C40-8W	CR	006169	CSXT	7350
8	C40-8W	CR	006172	CSXT	7351
9	C40-8W	CR	006177	CSXT	7352
10	C40-8W	CR	006179	CSXT	7353
10 Total C40-8W Locomotive Units					
17 Total NYC Locomotive Units ETC 293					