

RECORDATION NO.

18449-D
FILED

AUG 18 '04 12-28 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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)

August 17, 2004

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

Re: PRR - ET 1993B

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 18449.

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 - ET 1993B 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:	Wilmington Trust Company]

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

18 locomotives PRR 6789 – PRR 6806 (formerly within the series CR 5546 – CR 5574); and 29 locomotives PRR 8390 – PRR 8418 (formerly within the series CR 6180 – CR 6228).

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-ET1993B, by

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

RECORDATION NO. 18449-D FILED

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

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SURFACE TRANSPORTATION BOARD

CONRAIL SUBLEASE TRUST PRR-ET1993B (the "Trust")
In care of Deutsche Bank Trust Company Delaware
1101 Centre Road Suite 200
Wilmington, Delaware

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-ET1993B 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-ET1993B among the Company, the Trust, and Conrail.
3. The Sublease of Railroad Equipment PRR-ET1993B 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-ET1993B described in item 2.

SCHEDULE A
SENIOR TRANSACTION ET1993B

Senior Lease:

Equipment Trust Agreement dated as of November 1, 1993, between Wilmington Trust Company, trustee, and Consolidated Rail Corporation, as amended to the date hereof.

Recorded with the Interstate Commerce Commission on November 4, 1993, and assigned recordation number 18449.

Senior Lessor:

Wilmington Trust Company, as trustee

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-ET1993B 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 *Joseph Ryan*.....

PRR NEWCO, INC.

by *William J. Ryan*.....

CONRAIL SUBLEASE TRUST PRR-ET1993B

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

by *Marilyn M. Moran*.....

NORFOLK SOUTHERN RAILWAY COMPANY

by *William J. Ryan*.....

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

On this 12 day of August, 2004, before me personally appeared Marilyn McGowan, to me personally known, who, by me being duly sworn, says that she is VP 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.

MAURICE I. MICHAANE
NOTARY PUBLIC, State of New York
No. 01M16101194
Qualified in New York County
Commission Expires Nov. 10, 2007

.....
Notary Public

My commission expires

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

On this 12 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 Vice President and 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.

.....
Notary Public

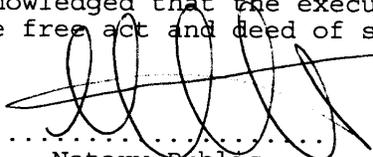
My commission expires

MAURICE I. MICHAANE
NOTARY PUBLIC, State of New York
No. 01M16101194
Qualified in New York County
Commission Expires Nov. 10, 2007

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

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 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.

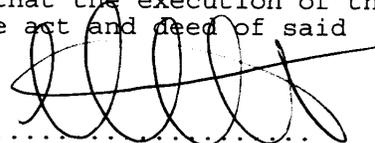
MAURICE I. MICHAANE
NOTARY PUBLIC, State of New York
No. 01MI6101194
Qualified in New York County
Commission Expires Nov. 10, 2007


.....
Notary Public

My commission expires

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

On this 12 day of August, 2004, before me personally appeared William J. Remig, Vice President and Treasurer, to me personally known, who, by me being duly sworn, says that he is 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.


.....
Notary Public

My commission expires

MAURICE I. MICHAANE
NOTARY PUBLIC, State of New York
No. 01MI6101194
Qualified in New York County
Commission Expires Nov. 10, 2007

Schedule "B" Equipment**ETC 093 PRR**

Count	Description	Original		Current	
		Unit Initial	Unit No.	Unit Initial	Unit No.
1	SD60M	CR	005546	PRR	6789
2	SD60M	CR	005548	PRR	6790
3	SD60M	CR	005550	PRR	6791
4	SD60M	CR	005552	PRR	6792
5	SD60M	CR	005553	PRR	6793
6	SD60M	CR	005554	PRR	6794
7	SD60M	CR	005557	PRR	6795
8	SD60M	CR	005558	PRR	6796
9	SD60M	CR	005559	PRR	6797
10	SD60M	CR	005560	PRR	6798
11	SD60M	CR	005563	PRR	6799
12	SD60M	CR	005564	PRR	6800
13	SD60M	CR	005565	PRR	6801
14	SD60M	CR	005568	PRR	6802
15	SD60M	CR	005570	PRR	6803
16	SD60M	CR	005571	PRR	6804
17	SD60M	CR	005572	PRR	6805
18	SD60M	CR	005574	PRR	6806

18 Total SD60M Locomotive Units

1	C40-8W	CR	006180	PRR	8390
2	C40-8W	CR	006182	PRR	8391
3	C40-8W	CR	006184	PRR	8392
4	C40-8W	CR	006185	PRR	8393
5	C40-8W	CR	006187	PRR	8394
6	C40-8W	CR	006188	PRR	8395
7	C40-8W	CR	006189	PRR	8396
8	C40-8W	CR	006191	PRR	8397
9	C40-8W	CR	006195	PRR	8398
10	C40-8W	CR	006196	PRR	8399
11	C40-8W	CR	006197	PRR	8400
12	C40-8W	CR	006199	PRR	8401
13	C40-8W	CR	006200	PRR	8402
14	C40-8W	CR	006202	PRR	8403
15	C40-8W	CR	006205	PRR	8404
16	C40-8W	CR	006207	PRR	8405
17	C40-8W	CR	006209	PRR	8406
18	C40-8W	CR	006210	PRR	8407
19	C40-8W	CR	006211	PRR	8408
20	C40-8W	CR	006212	PRR	8409
21	C40-8W	CR	006214	PRR	8410

Schedule "B" Equipment
ETC 093 PRR

Count	Description	Original		Current	
		Unit Initial	Unit No.	Unit Initial	Unit No.
22	C40-8W	CR	006216	PRR	8411
23	C40-8W	CR	006218	PRR	8412
24	C40-8W	CR	006220	PRR	8413
25	C40-8W	CR	006221	PRR	8414
26	C40-8W	CR	006222	PRR	8415
27	C40-8W	CR	006225	PRR	8416
28	C40-8W	CR	006226	PRR	8417
29	C40-8W	CR	006228	PRR	8418

29 Total C40-8W Locomotive Units

47 Total PRR Locomotive Units ETC 093