

RECORDATION NO. 14993-5 FILED

AUG 20 '04 2-10 PM

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: NYC - L581

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 14993.

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

[Senior Lessor/  
Assignee: U.S. Bank National Association]

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

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

9 locomotives CSXT 7480 – CSXT 7488.

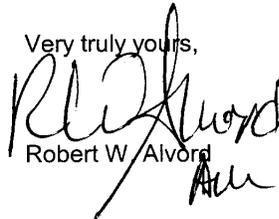
A short summary of the document to appear in the index follows:

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/anm  
Enclosures

AUG 20 '04 2-10 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUBLEASE AND ASSIGNMENT NYC-L581, 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 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-L581 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-L581 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-L581 by Conrail in favor of the Senior Lessor.
4. 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 *Joseph Ryzus*

NYC NEWCO, INC

by *Louis H. Feader*

CSX TRANSPORTATION, INC.

by *Louis H. Feader*

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 **CFO & 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, State of New York  
No. 01DE6097123  
Qualified in Kings County  
Commission Expires Aug. 18, 2007

*Dwayne DeFreitas*  
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 **Louis G. Reiner**, 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.

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

*Dwayne DeFreitas*  
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 **Louis G. Reiner**, 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.

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

*Dwayne DeFreitas*  
Notary Public

My commission expires

SCHEDULE A  
SENIOR TRANSACTION L581

**Senior Lease:**

Lease Agreement dated as of June 15, 1986, as amended, between The Connecticut Bank and Trust Company, National Association (succeeded by U.S. Bank National Association), not in its individual capacity but solely as owner trustee, and Consolidated Rail Corporation.

Recorded with the Interstate Commerce Commission on June 15, 1986, and assigned recordation number 14993.

**Senior Lessor:**

U.S. Bank National Association (successor to The Connecticut Bank and Trust Company, National Association), not in its individual capacity but solely as owner trustee.

*Schedule "B" Equipment*  
*Lease L581(NYC)*

| <b>Count</b> | <b>Original<br/>Unit Number</b> | <b>Re-stenciled<br/>Unit Number</b> |
|--------------|---------------------------------|-------------------------------------|
| 1            | 6001                            | CSXT 7480                           |
| 2            | 6002                            | CSXT 7481                           |
| 3            | 6005                            | CSXT 7482                           |
| 4            | 6008                            | CSXT 7483                           |
| 5            | 6009                            | CSXT 7484                           |
| 6            | 6013                            | CSXT 7485                           |
| 7            | 6018                            | CSXT 7486                           |
| 8            | 6019                            | CSXT 7487                           |
| 9            | 6020                            | CSXT 7488                           |

**9 Total Units**