RECORDATION NO. 16911-6 FILED
2-40 PM
AUG 2 0 '04
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 – N066

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 16911.

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:	Wachovia Bank]

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

585 railcars bearing CR and NYC reporting marks and road numbers set forth on Schedule B to the Memorandum.

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

MEMORANDUM OF SUBLEASE AND ASSIGNMENT NYC-N066, 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

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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-N066 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-N066 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-N066 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.

5. *Instruments of Further Assurance.* Conrail shall execute and deliver all instruments of further assurance as may be necessary or appropriate from time to time to comply with any such recordation or filing requirement, or to protect and preserve the rights and interests of either party hereto or any assignee of the Senior Lease with respect to the Sublease and the equipment subleased thereby. By its acceptance hereof, the Assignee agrees promptly to execute and deliver to Conrail any such instruments, prepared by Conrail.

6. *Counterparts.* This agreement may be executed in any number of counterparts and by the different parties hereto on separate counterparts, all of which together shall constitute a single agreement.

7. *Effectiveness.* This agreement shall be effective on the date first above written.

IN WITNESS WHEREOF, Conrail has caused this assignment to be duly executed by its officer thereunto duly authorized:

CONSOLIDATED RAIL CORPORATION

by .....

f3nyc2.wp5 NYC-N066

ACCEPTANCE

The undersigned, owner participant under the Trust Agreement dated as of June 15, 1990, with Meridian Trust Company, does hereby instruct Wachovia Bank, National Association, successor as trustee under the said trust agreement, to accept the foregoing assignment.

THE CIT GROUP/EQUIPMENT FINANCING INC.

by .....
Title:

The undersigned accepts the foregoing assignment.

WACHOVIA BANK, NATIONAL ASSOCIATION, not in its individual capacity but solely as owner trustee,

by .....

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.

.....
Notary Public

My commission expires 8/31/06

LAUREN M. ADLER KATZ
NOTARY PUBLIC, State of New York
No. 01AD6012441
Qualified in New York County
Commission Expires Aug. 31, 2006

f3nyc2.wp5 NYC-N066

SCHEDULE A
SENIOR TRANSACTION N066

Senior Lease:

Lease Agreement dated as of June 15, 1990, 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 June 27, 1990, and assigned recordation number 16911.

Senior Lessor:

Wachovia Bank, National Association, not in its individual capacity but solely as owner trustee

Schedule "B" Equipment
Lease N066(NYC)

Count	CarInt	CarNum
50' Equipped Boxcars		
1	CR	368508
2	NYC	368513
3	NYC	369071
4	NYC	369079
5	NYC	369081
6	NYC	369082
7	CR	369091
8	CR	369095
9	NYC	369098
10	CR	369124
11	CR	369127
12	CR	369136
13	NYC	369176
14	NYC	369184
15	NYC	369191
16	CR	369223
17	CR	369227
18	NYC	369231
19	CR	369233
20	NYC	369237
21	NYC	369240
22	NYC	369243
23	NYC	369259
24	NYC	369267
25	NYC	369272
26	NYC	369281
27	NYC	369301
28	NYC	369316
29	NYC	369320
47 Total 50' Eq Boxcars		
60' Equipped Boxcars		
1	CR	216646
2	CR	218007
3	NYC	218278
4	NYC	218536
5	CR	218542
6	NYC	219954
7	NYC	219959
8	CR	219968
9	NYC	220029
10	NYC	220127
11	NYC	220171
12	NYC	220225
13	NYC	220230
14	NYC	220244
15	CR	274950
16	NYC	275279
17	CR	275333
18	NYC	277002
19	NYC	277024
20	NYC	278524
21	NYC	278526
22	CR	278527
23	CR	278651
24	CR	278775
25	CR	278777
26	CR	278813
27	CR	278849
28	CR	278849
29	NYC	279638
30	NYC	280048
31	NYC	281402
32	NYC	281475
33	NYC	281496
34	NYC	281564
35	NYC	281567
36	NYC	281579
36 Total 60' Eq Boxcars		
52' Plain Gondolas		
1	NYC	565975
2	NYC	576012
3	NYC	576018
4	NYC	576022
5	NYC	576053
6	CR	576057
7	CR	576061
8	NYC	576082
9	NYC	576115
10	CR	576121
11	CR	576144
12	NYC	576159
13	NYC	576164
14	NYC	576177
15	CR	576187
16	NYC	576207
17	NYC	576209
18	CR	576238
19	CR	576257
20	NYC	576282
21	NYC	576289
22	CR	576351
23	CR	576365
24	NYC	576371
25	NYC	576384
26	CR	576398
27	NYC	576401
28	NYC	576422
29	NYC	576448
30	NYC	576450
31	NYC	576459
32	CR	576466
33	NYC	576478
34	CR	576542
35	NYC	576543
36	CR	576563
37	NYC	576564
38	NYC	576585
39	NYC	576591
40	NYC	576598
41	NYC	576600
42	NYC	576601
43	NYC	576607
44	CR	576645
45	NYC	576648
46	NYC	576650
47	CR	576676
48	NYC	576695
49	NYC	576708
50	NYC	576751
51	NYC	576758
52	CR	576792
53	NYC	576812
54	CR	576833
55	NYC	576835
56	NYC	576851
57	NYC	576855
58	NYC	576868
59	NYC	576874
60	NYC	576881

Schedule "B" Equipment
Lease N066

Count	CarInt	CarNum	Count	CarInt	CarNum	Count	CarInt	CarNum
52' Plain Gondolas (cont.)			104	CR	577439	148	CR	577916
61	CR	576888	105	NYC	577442	149	NYC	577918
62	NYC	576898	106	NYC	577454	150	NYC	577923
63	CR	576908	107	NYC	577459	151	CR	577987
64	CR	576920	108	CR	577469	152	NYC	577996
65	NYC	576928	109	NYC	577481	153	CR	578005
66	NYC	576945	110	NYC	577523	154	NYC	578010
67	NYC	576954	111	NYC	577527	155	NYC	578012
68	NYC	576955	112	NYC	577575	156	NYC	578038
69	CR	576959	113	NYC	577607	157	NYC	578039
70	NYC	576973	114	NYC	577629	158	NYC	578041
71	NYC	576986	115	NYC	577637	159	CR	578044
72	NYC	576990	116	NYC	577646	160	NYC	578050
73	NYC	577006	117	NYC	577652	161	NYC	578056
74	NYC	577020	118	NYC	577655	162	NYC	578057
75	NYC	577026	119	NYC	577674	163	NYC	578092
76	NYC	577040	120	NYC	577687	164	NYC	578117
77	NYC	577066	121	NYC	577689	165	CR	578146
78	CR	577076	122	NYC	577693	166	NYC	578153
79	NYC	577092	123	NYC	577696	167	CR	578154
80	NYC	577106	124	NYC	577699	168	NYC	578168
81	NYC	577115	125	NYC	577704	169	NYC	578171
82	NYC	577125	126	CR	577709	170	CR	578178
83	NYC	577131	127	NYC	577711	171	NYC	578198
84	CR	577140	128	NYC	577712	172	CR	578200
85	NYC	577142	129	CR	577720	173	NYC	578300
86	NYC	577148	130	CR	577736	174	NYC	578307
87	NYC	577155	131	NYC	577741	175	CR	578323
88	NYC	577161	132	CR	577748	176	NYC	578364
89	NYC	577190	133	CR	577763	177	NYC	578392
90	NYC	577204	134	NYC	577767	178	NYC	578395
91	NYC	577223	135	NYC	577808	179	NYC	578521
92	NYC	577248	136	CR	577810	180	NYC	578597
93	NYC	577300	137	NYC	577832	181	NYC	578651
94	NYC	577322	138	NYC	577839	182	NYC	578710
95	NYC	577335	139	CR	577841	183	NYC	579709
96	NYC	577341	140	CR	577854	184	CR	579775
97	NYC	577344	141	NYC	577856	185	NYC	579777
98	NYC	577362	142	NYC	577866	186	NYC	579778
99	CR	577374	143	CR	577878	187	CR	579779
100	NYC	577403	144	NYC	577879	188	NYC	579780
101	NYC	577427	145	NYC	577890	189	NYC	579785
102	NYC	577430	146	NYC	577893	190	NYC	579786
103	NYC	577433	147	CR	577908	191	NYC	579867

Schedule "B" Equipment
Lease N066

Count	CarInt	CarNum
52' Plain Gondolas (cont.)		
192	NYC	579868
193	NYC	579870
194	NYC	579872
195	NYC	581402
196	NYC	581456
197	NYC	583808
198	NYC	583812
199	CR	583866
200	CR	584458
201	NYC	584459
202	CR	584565
203	CR	584573
204	NYC	584582
205	CR	584592
206	NYC	584598
206 52' Plain gondolas		
Open Coil Steel Gondolas		
1	NYC	607038
2	NYC	607086
3	NYC	607091
4	CR	607103
5	CR	607163
6	NYC	607182
7	NYC	607191
8	NYC	607200
9	CR	607382
10	CR	607397
11	NYC	607409
12	NYC	607414
13	NYC	607443
14	NYC	607453
15	NYC	607457
16	NYC	607495
17	NYC	607496
18	NYC	608001
19	NYC	608009
20	CR	608010
21	CR	608011
22	NYC	608018
23	NYC	608024
24	NYC	608027
25	NYC	608028
26	NYC	608041
27	NYC	608048
28	NYC	608049
29	NYC	608060
30	NYC	608062
31	NYC	608069
32	NYC	608070
33	NYC	608078
34	NYC	608092
35	NYC	608094
36	NYC	608104
37	NYC	608105
38	NYC	608131
39	NYC	608134
40	CR	608142
41	NYC	608148
42	NYC	608182
43	CR	608188
44	NYC	608191
45	NYC	608196
46	NYC	608228
47	NYC	608229
48	NYC	608387
49	NYC	608487
50	NYC	608489
51	NYC	608498
52	NYC	608501
53	NYC	608584
54	NYC	608722
54 Open Coil Steel Gons		
Covered Hoppers		
1	CR	886441
2	NYC	886489
3	CR	886506
4	CR	886721
5	NYC	887027
6	NYC	887075
7	CR	887086
8	CR	887139
9	NYC	887179
10	NYC	887257
11	CR	887265
12	NYC	887361
13	NYC	887424
14	NYC	887426
15	CR	887448
16	CR	887469
17	NYC	887471
18	CR	887478
19	CR	887486
20	NYC	887490
21	NYC	887514
22	NYC	887551
23	NYC	887623
24	NYC	887635
25	NYC	887643
26	NYC	887653
27	NYC	887658
28	CR	887672
29	CR	887703
30	NYC	887761
31	NYC	887764
32	CR	887769
33	NYC	888069
34	CR	888428
35	CR	888472
36	CR	888562
37	NYC	890892
38	NYC	890896
39	NYC	890907
39 Covered Hoppers		
Covered Coil Steel Gondolas		
1	CR	622065
2	NYC	622074
3	NYC	622079
4	NYC	622086
5	NYC	622088
6	NYC	622104
7	NYC	622129
8	NYC	622139
9	NYC	622140
10	NYC	622148
11	NYC	622151
12	NYC	622161
13	NYC	622162
14	CR	622163

Schedule "B" Equipment
Lease N066

Count	CarInt	CarNum
Covered Coil Gondolas(cont.)		
15	NYC	622164
16	NYC	622169
17	NYC	622173
18	NYC	622175
19	NYC	622178
20	NYC	622180
21	NYC	622181
22	NYC	622182
23	NYC	622187
24	CR	622195
25	NYC	622196
26	NYC	622208
27	NYC	622209
28	CR	622210
29	NYC	622214
30	NYC	622219
31	NYC	622318
32	NYC	622320
33	NYC	622324
34	NYC	622352
35	NYC	622354
36	NYC	622359
37	NYC	622361
38	NYC	622362
39	NYC	622367
40	CR	623019
41	NYC	623559
42	NYC	623584
43	NYC	623585
44	NYC	623588
45	NYC	623594
46	NYC	623700
47	NYC	623705
48	NYC	623715
49	NYC	623721
50	NYC	623724
51	NYC	623736
52	NYC	623737
53	NYC	623739
54	NYC	623747
55	NYC	623764
56	NYC	623767
57	NYC	627172
58	NYC	627208
59	NYC	627229
60	CR	627248
61	NYC	627259
62	NYC	627260
63	NYC	627261
64	NYC	627282
65	NYC	627317
66	NYC	627338
67	NYC	627380
68	NYC	627392
69	NYC	627418
70	NYC	627484
71	NYC	627497
72	NYC	627504
73	NYC	627542
73 Cov. Coil Gondolas		
86' Equipped Boxcars		
1	NYC	237537
2	CR	237538
3	NYC	237539
4	NYC	237569
5	NYC	237633
6	NYC	237638
7	NYC	237645
8	NYC	237661
9	NYC	237686
10	NYC	237690
11	NYC	237731
12	NYC	237748
13	NYC	237783
14	NYC	237817
15	NYC	237852
16	NYC	237857
17	NYC	237873
18	NYC	237908
19	NYC	237921
20	NYC	237925
21	NYC	237941
22	NYC	237992
23	NYC	238145
24	NYC	238152
25	NYC	238154
26	NYC	238158
27	NYC	238164
28	NYC	238203
29	NYC	238207
30	NYC	238217
31	CR	238264
32	NYC	238508
33	NYC	239807
34	NYC	239818
35	NYC	239830
36	CR	239838
37	CR	239844
38	NYC	239850
39	NYC	239893
40	NYC	239895
41	CR	239897
42	NYC	239901
43	NYC	239920
44	NYC	239921
45	NYC	240902
46	NYC	240914
47	NYC	240941
48	NYC	240963
49	NYC	240964
50	NYC	240979
51	NYC	240982
52	NYC	242301
53	NYC	242311
54	NYC	242353
55	NYC	242600
56	NYC	243493
57	CR	243882
58	NYC	243999
59	NYC	294302
60	NYC	294790
61	CR	295009
62	NYC	295076
63	NYC	295078
64	NYC	296734
64 86' Equipped Boxcars		
60' Equipped Boxcars RR		
1	NYC	221693
2	NYC	221701

Schedule "B" Equipment
Lease N066

60' Eq. Boxcars RR (cont.)

Count	CarInt	CarNum
3	NYC	221706
4	NYC	221707
5	NYC	221712
6	NYC	221713
7	NYC	221714
8	NYC	221715
9	NYC	221718
10	NYC	221720
11	NYC	221722
12	NYC	221723
13	NYC	221725
14	NYC	221727
15	NYC	221728
16	CR	221729
17	NYC	221731
18	NYC	221732
19	NYC	221736
20	NYC	221739
21	CR	221740
22	NYC	221742
23	NYC	221744
24	NYC	221746
25	NYC	221749
26	NYC	221752
27	CR	221756
28	NYC	221759
29	NYC	221760
30	NYC	221762
31	NYC	221767
32	NYC	221768
33	CR	221770
34	NYC	221771
35	NYC	221772
36	NYC	221774
37	NYC	221781
38	NYC	221782
39	NYC	221783
40	NYC	221792
41	NYC	221798
42	NYC	221799
43	NYC	221800
44	NYC	221801
45	NYC	221802
46	NYC	221807
47	NYC	221809
48	NYC	221810
49	NYC	221812
50	NYC	221813
51	NYC	221818
52	NYC	221820
53	NYC	221821
54	NYC	221826
55	NYC	221836
56	NYC	221837
57	NYC	221839
58	NYC	221842
59	NYC	221853
60	NYC	221855
61	NYC	221856
62	NYC	221864
63	NYC	221865
64	NYC	221868
65	NYC	221869
66	NYC	221870
67	NYC	221872
68	NYC	221873
69	NYC	221874
70	NYC	221876
71	NYC	221879
72	NYC	221882
73	NYC	221883
74	NYC	221884
75	NYC	221887
76	NYC	221888
77	NYC	221890
78	NYC	221892
79	NYC	221893
80	NYC	221894
81	NYC	221898
82	NYC	221899
83	NYC	221900
84	NYC	221901

84 60' Eq. Boxcars RR

Grand total = 585 cars