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May 1, 2007
VIA E-FILING

RECORDATION NO. 17669-D FILED

Mr. Vernon A. Williams
Secretary
Office of the Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423

MAY 01 '07 -5 52 PM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for electronic filing and to be recorded pursuant to the provisions of 49 U.S.C. Section 11301(a) is an executed copy of the Termination of Equipment Lease, dated April 30, 2007 (the "Termination") by Citicorp Railmark, Inc. ("CitiRail"), which Termination is a secondary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents. The enclosed Termination relates to those certain Railroad Equipment Lease Agreements dated as of February 1, 1991 and December 1, 1991 between CitiRail, as lessor, and Consolidated Rail Corporation, as lessee (the "Leases"). The Leases were duly filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) and assigned Recordation Numbers 17669 and 17670 (together with amendment agreements filed thereafter under Recordation Numbers 17669-A and 17670-A).

The name and address of the party to the enclosed Termination and Release is:

Lessor: Citicorp Railmark, Inc.
388 Greenwich St., 20th Floor
New York, NY 10013

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A to the Termination.

The required recordation fee of \$34.00 is being paid herewith.

Kindly return a file-stamped copy of the Termination of Equipment Lease and this letter to Timothy M. Nevius at DLA Piper US LLP, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601.



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Following is a short summary of the enclosed document:

Secondary Document to be Recorded

Termination of Equipment Lease, dated April 30, 2007 by Citicorp Railmark, Inc.

Documents to Which the Secondary Document Relates

Railroad Equipment Lease Agreement dated as of February 1, 1991 between Citicorp Railmark, Inc., as lessor, and Consolidated Rail Corporation, as lessee (the "Leases").

Railroad Equipment Lease Agreement dated as of December 1, 1991 between Citicorp Railmark, Inc., as lessor, and Consolidated Rail Corporation, as lessee:

Both Railroad Equipment Lease Agreements listed above were duly filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) and assigned Recordation Numbers 17669 and 17670 (together with amendment agreements filed thereafter under Recordation Numbers 17669-A and 17670-A).

Very truly yours,

DLA Piper US LLP

A handwritten signature in black ink, appearing to read 'Timothy M. Nevius'.

Timothy M. Nevius

Enclosures

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TERMINATION OF EQUIPMENT LEASE

SURFACE TRANSPORTATION BOARD

The undersigned, CITICORP RAILMARK, INC., for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby acknowledge the Termination of the Railroad Equipment Lease Agreements, dated as of February 1, 1991 and December 1, 1991 (as amended, the "Leases"), with Consolidated Rail Corporation as Lessee.

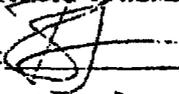
The Leases were duly filed with the Interstate Commerce Commission (now the Surface Transportation Board) on January 13, 1992 under Recordation numbers 17669 and 17670 (together with amendment agreements filed thereafter under recordation numbers 17669-A and 17670-A) and cover the Railroad Equipment described in Exhibit A attached.

This Termination of Equipment Lease acknowledges for the public record that the Leases have expired in accordance with their respective terms. This Termination of Equipment Lease shall not impair or terminate any of the rights and obligations of the parties under the Leases that expressly survive their respective terminations.

IN WITNESS THEREOF, CITICORP RAILMARK, INC. has caused this Instrument to be executed by its duly authorized officer this 30th day of April, 2007.

I certify that I hold the title set forth below, that this instrument was signed on behalf of Citicorp Railmark, Inc. by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Citicorp Railmark, Inc. I further declare under penalty of perjury that the foregoing is true and correct.

CITICORP RAILMARK, INC.

By: 

Its: VICE PRES. 0057

EXHIBIT A

Railcars subject to the Railroad Equipment Lease Agreement, dated as of February 1, 1991 (as amended), between Citicorp Railmark, Inc., as lessor, and Consolidated Rail Corporation, as Lessee:

70 gondola railcars marked as follows:

1	CR	585000	43	CR	585044
2	NYC	585001	44	CR	585045
3	NYC	585002	45	CR	585046
4	CR	585004	46	CR	585047
5	NYC	585005	47	CR	585048
6	CR	585006	48	CR	585050
7	CR	585007	49	CR	585051
8	NYC	585008	50	CR	585053
9	CR	585009	51	CR	585055
10	CR	585010	52	CR	585057
11	CR	585011	53	NYC	585061
12	NYC	585012	54	CR	585062
13	NYC	585013	55	NYC	585063
14	NYC	585014	56	NYC	585064
15	CR	585015	57	NYC	585065
16	NYC	585016	58	CR	585066
17	NYC	585017	59	CR	585067
18	CR	585018	60	CR	585073
19	NYC	585019	61	NYC	585074
20	NYC	585020	62	CR	585075
21	CR	585021	63	NYC	585076
22	CR	585023	64	NYC	585077
23	NYC	585024	65	CR	585078
24	CR	585025	66	CR	585079
25	CR	585026	67	CR	585080
26	CR	585027	68	CR	585086
27	NYC	585028	69	NYC	585092
28	NYC	585029	70	CR	585098
29	NYC	585030			
30	CR	585031			
31	NYC	585032			
32	NYC	585033			
33	CR	585034			
34	CR	585035			
35	CR	585036			
36	CR	585037			
37	CR	585038			
38	NYC	585039			
39	CR	585040			
40	NYC	585041			
41	NYC	585042			
42	NYC	585043			

Note: Note: all other railcars initially subject to this Lease were previously casualties.

Railcars subject to the Railroad Equipment Lease Agreement, dated as of December 1, 1991 (as amended), between Citicorp Railmark, Inc., as lessor, and Consolidated Rail Corporation, as Lessee:

24 gondola railcars marked as follows:

1	CR	585054
2	CR	585058
3	CR	585059
4	CR	585060
5	CR	585068
6	NYC	585069
7	CR	585070
8	CR	585071
9	CR	585072
10	NYC	585081
11	NYC	585083
12	NYC	585084
13	NYC	585085
14	NYC	585087
15	CR	585088
16	CR	585089
17	CR	585090
18	NYC	585091
19	NYC	585093
20	CR	585094
21	NYC	585095
22	CR	585096
23	CR	585097
24	CR	585099

Note: all other railcars initially subject to this Lease were previously casualties.