

RECORDATION NO. 17669-C FILED

AUG 20 '04

3-00 PM

**SURFACE TRANSPORTATION BOARD**

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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 – N191

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 17669.

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: Citicorp Railmark, Inc.]

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

41 gondolas bearing CR and NYC reporting marks and road numbers within the series.

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

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SURFACE TRANSPORTATION BOARD  
COMMERCIAL TRANSPORTATION BOARD

MEMORANDUM OF SUBLEASE AND ASSIGNMENT NYC-N191, 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-N191 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-N191 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-N191 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 Ryz...*

NYC NEWCO, INC

by *Louis H. Rabe*

CSX TRANSPORTATION, INC.

by *Louis H. Rabe*

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

On this            day of            , 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.

**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            day of *August* , 2004, before me personally  
appeared *Lawrence G. Reher* , 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.

**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            day of *August* , 2004, before me personally  
appeared *Lawrence G. Reher* , 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.

**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

SCHEDULE A  
SENIOR TRANSACTION N191

**Senior Lease:**

Railroad Equipment Lease dated as of February 1, 1991, and supplements thereto, as amended, between Consolidated Rail Corporation and Citicorp Railmark, Inc.

Recorded with the Interstate Commerce Commission on January 13, 1992, and assigned recordation number 17669.

**Senior Lessor:**

Citicorp Railmark, Inc.

**Schedule "B" Equipment**

Lease N191AC(NYC)

Lease N191BC(NYC)

Count	CarInt	CarNum
<b>GONDOLAS</b>		
1	NYC	585001
2	NYC	585002
3	CR	585003
4	NYC	585005
5	NYC	585008
6	NYC	585012
7	NYC	585013
8	NYC	585014
9	NYC	585016
10	NYC	585017
11	NYC	585019
12	NYC	585020
13	NYC	585024
14	NYC	585028
15	NYC	585029
16	NYC	585030
17	NYC	585032
18	NYC	585033
19	NYC	585039
20	NYC	585041
21	NYC	585042
22	NYC	585043
23	CR	585049
24	NYC	585061
25	NYC	585063
26	NYC	585064
27	NYC	585065
28	NYC	585074
29	NYC	585076
30	NYC	585077
31	NYC	585082
32	NYC	585092
<b>32 GONDOLAS</b>		

Count	CarInt	CarNum
<b>GONDOLAS</b>		
1	NYC	585069
2	CR	585071
3	NYC	585081
4	NYC	585083
5	NYC	585084
6	NYC	585085
7	NYC	585087
8	NYC	585093
9	NYC	585095
<b>9 GONDOLAS</b>		