

RECORDATION NO. 18478^E FILED

AUG 20 '04

3-25 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 – L519

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 18478.

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:

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

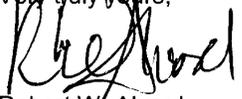
A short summary of the document to appear in the index follows:

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

RECORDATION NO. 18478-E FILE#

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SUBLEASE AND ASSIGNMENT NYC-L519, 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.

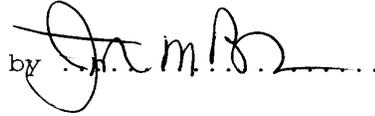
Conrail is leasing certain units of railroad equipment pursuant to the agreement identified in Schedule A hereto as the "Senior Lease" with the party named in Schedule A hereto as the "Senior Lessor," which agreement was recorded with the Interstate Commerce Commission and assigned the recordation number 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-L519 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-L519 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-L519 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 

NYC NEWCO, INC

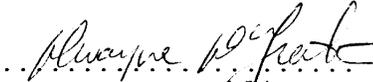
by 

CSX TRANSPORTATION, INC.

by 

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

On this 12 day of August, 2004, before me personally appeared Joseph Pignatelli, to me personally known, who, by me being duly sworn, says that he is CEO & 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.


Notary Public

My commission expires

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

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

On this 12 day of August, 2004, before me personally appeared Louis G. Pacher, 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.

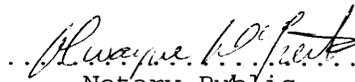

Notary Public

My commission expires

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

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

On this 12 day of August, 2004, before me personally appeared Louis G. Pacher 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.


Notary Public

My commission expires

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

SCHEDULE A
SENIOR TRANSACTION L519

Senior Lease:

Lease of Railroad Equipment dated as of June 15, 1980, 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 July 17, 1980, and assigned recordation number 12014.

Senior Lessor:

U.S. Bank National Association, not in its individual capacity but solely as owner trustee

Schedule "B" Equipment

Lease L519 (NYC)

Count	CarInt	CarNum	Count	CarInt	CarNum	Count	CarInt	CarNum
100 TON GONDOLAS			100 TON GONDOLAS			100 TON GONDOLAS		
1	NYC	581701	44	NYC	581797	87	CR	581907
2	NYC	581702	45	NYC	581805	88	NYC	581908
3	NYC	581704	46	NYC	581810	89	NYC	581912
4	NYC	581706	47	NYC	581811	90	NYC	581919
5	NYC	581711	48	NYC	581812	91	NYC	581920
6	NYC	581712	49	NYC	581814	92	NYC	581921
7	NYC	581714	50	NYC	581819	93	NYC	581927
8	NYC	581717	51	NYC	581821	94	NYC	581929
9	NYC	581718	52	NYC	581827	95	NYC	581934
10	NYC	581719	53	NYC	581829	96	NYC	581936
11	NYC	581720	54	NYC	581833	97	NYC	581939
12	NYC	581721	55	NYC	581836	98	NYC	581941
13	NYC	581723	56	NYC	581837	99	NYC	581943
14	NYC	581724	57	NYC	581839	100	NYC	581944
15	NYC	581727	58	CR	581840	101	NYC	581945
16	NYC	581728	59	NYC	581843	102	NYC	581947
17	NYC	581730	60	NYC	581847	103	NYC	581955
18	NYC	581734	61	NYC	581848	104	NYC	581956
19	NYC	581735	62	NYC	581849	105	NYC	581957
20	NYC	581738	63	NYC	581853	106	NYC	581959
21	NYC	581740	64	NYC	581857	107	NYC	581960
22	NYC	581742	65	NYC	581858	108	NYC	581961
23	NYC	581743	66	NYC	581859	109	NYC	581965
24	NYC	581744	67	NYC	581863	110	NYC	581967
25	CR	581747	68	NYC	581865	111	NYC	581969
26	NYC	581748	69	CR	581867	112	NYC	581973
27	NYC	581749	70	NYC	581868	113	NYC	581979
28	NYC	581753	71	CR	581869	114	NYC	581980
29	NYC	581756	72	NYC	581875	115	NYC	581983
30	NYC	581758	73	NYC	581876	116	NYC	581988
31	CR	581760	74	NYC	581877	117	NYC	581989
32	CR	581762	75	NYC	581878	118	CR	581990
33	NYC	581763	76	NYC	581879	119	NYC	581991
34	CR	581766	77	NYC	581880	120	NYC	581994
35	NYC	581772	78	NYC	581883	121	NYC	581997
36	NYC	581774	79	NYC	581886	122	NYC	582000
37	NYC	581776	80	CR	581887	123	NYC	582001
38	NYC	581780	81	CR	581888	124	NYC	582007
39	NYC	581781	82	NYC	581896	125	NYC	582008
40	CR	581783	83	NYC	581899	126	NYC	582011
41	NYC	581786	84	NYC	581901	127	NYC	582015
42	NYC	581787	85	NYC	581904	128	NYC	582022
43	NYC	581792	86	NYC	581906	129	NYC	582023

Count	CarInt	CarNum	Count	CarInt	CarNum	Count	CarInt	CarNum
100 TON GONDOLAS			100 TON GONDOLAS			100 TON GONDOLAS		
130	NYC	582024	176	NYC	582139	222	NYC	582244
131	NYC	582025	177	CR	582140	223	CR	582245
132	NYC	582027	178	NYC	582143	224	NYC	582247
133	NYC	582030	179	NYC	582145	225	NYC	582250
134	NYC	582031	180	NYC	582146	226	NYC	582254
135	NYC	582033	181	NYC	582147	227	NYC	582255
136	NYC	582042	182	NYC	582148	228	NYC	582256
137	NYC	582043	183	NYC	582152	229	CR	582260
138	NYC	582045	184	NYC	582153	230	CR	582262
139	NYC	582048	185	NYC	582158			
140	NYC	582049	186	NYC	582159			
141	NYC	582051	187	NYC	582160			
142	NYC	582054	188	NYC	582161			
143	NYC	582055	189	NYC	582162			
144	NYC	582057	190	NYC	582165			
145	NYC	582059	191	NYC	582166			
146	NYC	582062	192	NYC	582169			
147	NYC	582066	193	NYC	582180			
148	NYC	582068	194	NYC	582181			
149	NYC	582070	195	NYC	582182			
150	NYC	582073	196	NYC	582184			
151	NYC	582074	197	NYC	582185			
152	NYC	582077	198	CR	582186			
153	NYC	582082	199	NYC	582195			
154	NYC	582087	200	NYC	582198			
155	CR	582088	201	NYC	582199			
156	NYC	582089	202	NYC	582200			
157	CR	582093	203	NYC	582201			
158	NYC	582096	204	NYC	582202			
159	NYC	582099	205	NYC	582203			
160	NYC	582101	206	NYC	582205			
161	NYC	582102	207	NYC	582208			
162	NYC	582106	208	NYC	582209			
163	NYC	582107	209	NYC	582210			
164	NYC	582109	210	NYC	582211			
165	NYC	582110	211	NYC	582214			
166	NYC	582111	212	NYC	582215			
167	NYC	582112	213	NYC	582216			
168	NYC	582117	214	NYC	582218			
169	NYC	582118	215	NYC	582220			
170	NYC	582119	216	NYC	582230			
171	NYC	582123	217	NYC	582231			
172	NYC	582126	218	NYC	582233			
173	NYC	582129	219	NYC	582239			
174	NYC	582133	220	NYC	582241			
175	NYC	582138	221	NYC	582242			

230 100 TON GONDOLAS