ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

RECORDATION NO. 16288-F FILED

NOV 18 '04 3-19 PM

SURFACE TRANSPORTATION BOARD

November 18, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Release, dated as of April 16, 2003, 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 under Recordation Number 16288.

The name and address of the party to the enclosed document are:

Lender: Barclays Bank PLC
29 Gracechurch Street
London EC3V OBE

[Borrower: NBB Pennsylvania Lease Co., Ltd.
1-12-11 Nihonbashi, Chou-ku
Tokyo 103, Japan]

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

24 locomotives: CSXT 7489 – CSXT 7499 (excluding CSXT 7490) and PRR 8300 – PRR 8313.

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

Release.

Also enclosed is a check in the amount of $32.00 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

SAVILLE & Co

NOTARIES

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SURFACE TRANSPORTATION BOARD

Princes House
95 Gresham Street
London EC2V 7NA
Telephone: +44 (0)20 7920 0000
Facsimile: +44 (0)20 7920 0088
DX 33870 Finsbury Square
www.savillenotaries.com
mail@savillenotaries.com

Richard Saville
Ian Campbell
Sophie Jenkins
Ella Imison (ASSOCIATE)

SCRIVENER NOTARIES

KINGDOM OF ENGLAND)
) s.s.
CITY OF LONDON)

On this sixteenth day of April in the year two thousand and three before me RICHARD JOHN SAVILLE of the City of London NOTARY PUBLIC by royal authority duly admitted and sworn personally came and appeared ROGER ERNEST WRIGHT who, being by me duly sworn, did depose and say that he is a manager and a duly appointed attorney-in-fact of **BARCLAYS BANK PLC**, the Corporation described in and on whose behalf he signed and delivered the annexed instrument; that he was thereunto duly authorized by virtue of a power of attorney dated 29th May 2002 granted to him by authority of the board of directors of the said Corporation and that he so executed the said instrument on this day as its act and deed pursuant to such authority for the uses and purposes therein set forth.

RELEASE

This Release dated as of 16 April 2003 is made by Barclays Bank PLC "Lender".

1. Reference is made to the equipment listed on Schedule A attached hereto (the "Equipment") which is subject to a Bank Security Agreement dated as of April 14, 1989 between NBB Pennsylvania Lease Co., Ltd., "Borrower", and Barclays Bank PLC, "Lender" (Recordation Number 16289, recorded on April 17, 1989); Statement of New Reporting Marks by Consolidated Rail Corporation dated as of September 1, 1998 (Recordation Number 16288-B, recorded on September 4, 1998); Statement of New Reporting Marks by Consolidated Rail Corporation dated as of October 6, 1998 (Recordation Number 16288-C, recorded on October 8, 1998); Amendment Agreement dated as of August 3, 1998 among Consolidated Rail Corporation "Lessee", NBB Pennsylvania Lease Co., Ltd., "Lessor" or "Borrower", and Barclays Bank PLC, "Lender" (Recordation Number 16288-D, recorded on May 4, 1999), hereinafter collectively the "Agreements", which were duly filed in accordance with 49 U.S.C. 11301 or 11303 as applicable.

2. Barclays Bank PLC, Lender, hereby releases any and all liens, claims and other encumbrances on the Equipment as granted to Barclays Bank PLC, Lender, pursuant to said Agreements.

IN WITNESS WHEREOF, Barclays Bank PLC has caused this Release to be duly executed by its authorized officer as of the day and year first written above.

By: Roger Wright
Title: Manager

Schedule A

Equipment List

Equipment Description	Quantity
GE Dash8-40C Locomotives	24

Equipment Identification Numbers

Original Identification Number	Current Identification Number
CR 6025	CSXT 7489
CR 6026	PRR 8300
CR 6027	PRR 8301
CR 6028	PRR 8302
CR 6029	PRR 8303
CR 6030	PRR 8304
CR 6032	PRR 8305
CR 6033	CSXT 7491
CR 6034	PRR 8306
CR 6035	PRR 8307
CR 6036	CSXT 7492
CR 6037	CSXT 7493
CR 6038	CSXT 7494
CR 6039	CSXT 7495
CR 6040	CSXT 7496
CR 6041	PRR 8308
CR 6042	CSXT 7497
CR 6043	PRR 8309
CR 6044	CSXT 7498
CR 6045	PRR 8310
CR 6046	PRR 8311
CR 6047	PRR 8312
CR 6048	PRR 8313
CR 6049	CSXT 7499

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 11/18/04

Robert W. Alvord