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RECORDATION NO. 14479-N FILED

JAN 12 '05 3-19 PM

SURFACE TRANSPORTATION BOARD  
OF COUNSEL  
URBAN A. LESTER

January 12, 2005

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 Amendment Memorandum of Assignment and Sublease PRR-N570, dated as of November 24, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Lease previously filed with the Board under Recordation Number 14479-J.

The names and addresses of the parties to the enclosed document are:

Sublessor/Assignor: Consolidated Rail Corporation  
1000 Howard Building, Fourth Floor  
Mt. Laurel, New Jersey 08054

Sublessee: Norfolk Southern Railway Company  
110 Franklin Road, S.E.  
Roanoke, Virginia 24042

[Assignee: Atel Leasing Corporation  
600 California Street, 6<sup>th</sup> Floor  
San Francisco, California 94108]

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

184 gondola cars within the series CR 582265 - CR 582598 as more particularly set forth in the equipment schedule attached to the previously filed with the Board under Recordation Number 14479-J.

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

Amendment Memorandum of Assignment and Sublease PRR-N570.

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

JAN 12 '05

3-19 PM

AMENDMENT MEMORANDUM OF SUBLEASE AND ASSIGNMENT PRR-N570 (the "Original Memorandum")  
SURFACE TRANSPORTATION BOARD

CONSOLIDATED RAIL CORPORATION ("Conrail")  
1000 Howard Boulevard, Fourth Floor  
Mt. Laurel, New Jersey 08054

and

NORFOLK SOUTHERN RAILWAY COMPANY (the "Railroad")  
110 Franklin Road, S.E.  
Roanoke, Virginia 24042

The MEMORANDUM OF SUBLEASE AND ASSIGNMENT PRR-N570 (the "Original Memorandum") has been recorded with the United States Surface Transportation Board on August 19, 2004, and assigned recordation number 14479-J.

The Original Memorandum evidences

1. The Sublease of Railroad Equipment PRR-N570 dated as of August 27, 2004, between Conrail, sublessor, and PRR Newco, Inc., sublessee.
2. The assumption of the obligations of PRR Newco, Inc., as sublessee under the above-named sublease by the Railroad, pursuant to the Assumption Agreement PRR-N570 by the Railroad in favor of Conrail.
3. The Assignment of Sublease PRR-N570 by Conrail, assignor, of the sublease named in item 1 to U.S. Bank National Association, not in its individual capacity but solely as successor owner trustee (the "Named Trustee") under that certain trust agreement dated as of November 15, 1984, assignee, as security for Conrail's obligations under the Lease of Railroad Equipment dated as of November 15, 1984, as amended, between The Connecticut Bank and Trust Company, National Association (succeeded by the Named Trustee), not in its individual capacity but solely as owner trustee, and Conrail.

The parties hereto hereby wish amend the Original Memorandum to evidence for the public record that:

- a. ATEL Leasing Corporation has succeeded the Named Trustee pursuant to that certain Agreement of Resignation, Substitution and Acceptance dated as of August 18, 2003, and
- b. ATEL Leasing Corporation, not in its individual capacity but solely as owner trustee, is the assignee of the above described Assignment of Sublease PRR-N570.
- c. The reassignment by ATEL Leasing Corporation, not in its individual capacity but solely as owner trustee, to

the Lender, as security for payments due under that certain Loan and Security Agreement dated as of the 30<sup>th</sup> day of September, 2003, by and between LASALLE NATIONAL LEASING CORPORATION, ("Lender"), and ATEL LEASING CORPORATION, as Trustee ("Borrower").