



CORPORATION SERVICE COMPANY

RECORDATION NO 16911-I FILED

OCT 03 '07

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SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield Il 62703

800-927-9801 Ext 3813
217-492-2727

To: SURFACE TRANSPORTATION BOARD - ATTN: KAREN JANUARY

From: April Oshea

Date: October 2, 2007

Order#: 254563/005

Re: CR578448-CR576621 CR622199-CR627249

Please process the enclosed documents for the service indicated below.

XX Other: Partial Termination Of Lease

RECEIPT SHOULD BE IN OUR OFFICE: 10/12/2007
PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.

XX Check is enclosed in the amount of \$35.00
Payable to: Surface Transportation Board

Mailing Instructions:

XX Return the termination acknowledgement to our office.
XX Appropriate FedEx envelopes have been provided for your convenience. Please DO NOT use first class mail.

Special Instructions:

Lessee: Consolidated Rail Corporation
Lessor: Meridian Trust company

Recordation# 16911

Please call immediately if there are any problems or questions with this paperwork. Thank you for your assistance in this matter.

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MEMORANDUM OF PARTIAL TERMINATION OF LEASE**SURFACE TRANSPORTATION BOARD**

U.S. Bank National Association, not individually but solely as owner trustee ("US Bank"), is the successor lessor under that certain Lease of Railroad Equipment dated as of June 15, 1990, as amended and supplemented (the "Lease"), between Consolidated Rail Corporation, as lessee (the "Lessee") and Meridian Trust Company (to which US Bank is the successor in interest), as lessor, with respect to the lease by US Bank to the Lessee of the twelve (12) railcars identified on Exhibit A hereto (the "Equipment") and certain other railroad equipment.

A Memorandum of Lease Agreement dated as of June 15, 1990 between Meridian Trust Company (to which US Bank is the successor in interest) and Lessee, relating to the Lease, was duly filed and recorded with the Interstate Commerce Commission, as predecessor to the Surface Transportation Board, on June 27, 1990 under Recordation Number 16911.

Lease Supplement No. 2 dated September 26, 1990 between Meridian Trust Company (to which US Bank is the successor in interest) and Lessee, relating to the Lease, was duly filed and recorded with the Interstate Commerce Commission, as predecessor to the Surface Transportation Board, on September 26, 1990 under Recordation Number 16911-B.

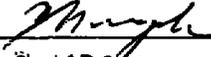
An Amendment Agreement dated as of July 1, 1998 between First Union Trust Company (to which US Bank is successor in interest) and Lessee, relating to the Lease, was duly filed and recorded with the Surface Transportation Board, on January 20, 1999 under Recordation Number 16911-E.

This Memorandum of Partial Termination of Lease acknowledges for the public record that the Lease has terminated with respect to the Equipment. This Memorandum of Partial Termination of Lease shall not impair or terminate any of the rights and obligations of the parties under the Lease that expressly survive its termination.

The Lease remains in full force and effect as to the remaining railroad equipment under the Lease other than the Equipment.

Dated this 12th day of September, 2007.

U.S. Bank National Association, not individually
but solely as owner trustee

By: 
Name: C. HRODYCH
Title: Vice President

Commonwealth of Pa)

County of Philadelphia

On this, the 18th day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared G. HROMYCH, a Vice President of U.S. Bank National Association, who acknowledged himself/herself to be a duly authorized officer of U.S. Bank National Association, and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Eileen Cassidy
Notary Public

My Commission Expires:

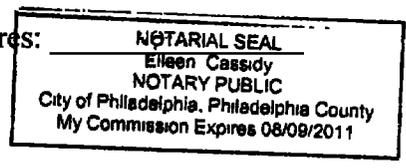


EXHIBIT A

EQUIPMENT

Twelve (12) railcars, consisting of the following:

Nine (9) 52' Plain Gondolas:

1	CR	578448
2	CR	583877
3	CR	584581
4	CR	583881
5	CR	577031
6	CR	577865
7	CR	577537
8	CR	578511
9	CR	576621

Three (3) Covered Coil Steel Gondolas:

1	CR	622199
2	CR	627210
3	CR	627249