



CORPORATION SERVICE COMPANY

RECORDATION NO. 16911-J FILED

DEC 14 '07

2-36 PM

SURFACE TRANSPORTATION BOARD



CSC - SPRINGFIELD
801 Adlai Stevenson Drive
Springfield Il 62703

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

To: SURFACE TRANSPORTATION BOARD **ATTENTION KAREN JANUARY**

From: April Oshea

Date: December 13, 2007

Order#: 359727/005

Re: CR622325 - CR577330 CONSOLIDATED RAIL CORPORATION

Please process the enclosed documents for the service indicated below.

XX Other: Partial Termination Of Lease

RECEIPT SHOULD BE IN OUR OFFICE: 12/21/2007
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 title and/or receipt 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: US Bank National Association

Recordation#'s: 16911, 16911-C and 16911-E

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 thirty five (35) 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. 3 dated December 19, 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 December 19, 1990 under Recordation Number 16911-C.

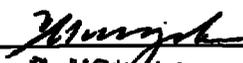
An Amendment Agreement dated as of July 1, 1998 between First Union Trust Company (to which US Bank is successor in interest) and Lessee, relating to the Lease, was duly filed and recorded with the Surface Transportation Board, on January 20, 1999 under Recordation Number 16911-E.

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 5th day of December, 2007.

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

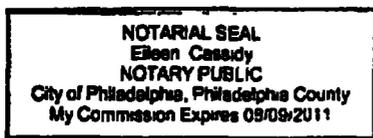
By: 
Name: C. H. [unclear]
Title: Vice President

Commonwealth of Pennsylvania

County of Philadelphia

On this, the _____ day of _____, 2007, before me, a Notary Public in and for said County and State, personally appeared G. HIRSH, 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: 09/09/2011

EXHIBIT A
EQUIPMENT

Thirty five (35) railcars, consisting of the following:

Twenty three (23) Covered Coil Steel Gondolas:

1	CR	622325
2	CR	606879
3	CR	623589
4	CR	623595
5	CR	623599
6	CR	627203
7	CR	627217
8	CR	627221
9	CR	627255
10	CR	627256
11	CR	627269
12	CR	627287
13	CR	627289
14	CR	627295
15	CR	627299
16	CR	627300
17	CR	627334
18	CR	627414
19	CR	627426
20	CR	627428
21	CR	627430
22	CR	627433
23	CR	627476

One (1) Open Coil Steel Gondola:

1	CR	607010
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Eleven (11) 52' Plain Gondolas:

1	CR	576047
2	CR	584596
3	CR	584594
4	CR	584587
5	CR	584597
6	CR	583883
7	CR	584599
8	CR	577604
9	CR	577472
10	CR	577760
11	CR	577330