

RECORDATION NO. 19113-14 FILED

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SURFACE TRANSPORTATION BOARD

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

OF COUNSEL  
URBAN A. LESTER

February 2, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Equipment Lease, dated as of January 2, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Lease and related documents previously filed with the Commission and the Board under Recordation Number 19113.

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

**Owner Trustee**

Lessor:

U.S. Bank National Association (successor in interest to Wachovia Bank, National Association, successor in interest to Meridian Trust Company)  
Two Liberty Place  
50 South 16<sup>th</sup> Street  
Philadelphia, PA 19102

[Lessee:

Consolidated Rail Corporation  
1000 Howard Boulevard  
Mt. Laurel, NJ 08054

Anne K. Quinlan, Esquire  
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A description of the railroad equipment covered by the enclosed document is:

46 boxcars within the series CR 218465 - CR 282806 as more particularly set forth in the attachment to the document.

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

Partial Termination of Equipment Lease.

Also enclosed is a check in the amount of \$41.00 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,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

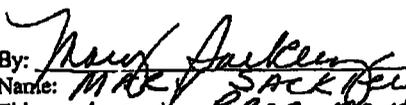


**AUTHORIZATION, DIRECTION AND AGREEMENT OF OWNER PARTICIPANT**

Manufacturers Hanover Leasing International Corp., a Delaware corporation that is the successor by merger to J.P. Morgan Interfunding Corp. (the "Owner Participant"), the sole beneficiary under the Trust Agreement dated as of December 22, 1994 (the "Trust Agreement") between the Owner Participant and U.S. Bank National Association (as successor to Meridian Trust Company), as Owner Trustee, and the beneficial owner of all of the trust estate created and existing under the Trust Agreement, hereby:

1. Authorizes and directs U.S. Bank National Association (the "Owner Trustee"), as owner trustee under the Trust Agreement, to execute and deliver and to perform its obligations under the Purchase Agreement dated as of January 2, 2008 (the "Purchase Agreement"; capitalized terms used herein without definition shall have the meanings assigned thereto in the Purchase Agreement), including without limitation, to execute and deliver the Bill of Sale to be provided to Lessee as set forth therein;
2. Agrees, for the benefit of the Owner Trustee, that all of the indemnities and other obligations of the Owner Participant under the Trust Agreement shall apply to the actions to be taken by the Owner Trustee pursuant to this direction and in accordance with the Purchase Agreement;
3. Makes the following representations for the benefit of Lessee and as an inducement to Lessee to enter into and perform its obligations under the Purchase Agreement:
  - (a) The Owner Participant is the sole owner of the trust estate created and existing under the Trust Agreement;
  - (b) Upon execution and delivery of the Bill of Sale by Lessor pursuant to the terms of the Purchase Agreement, Lessee will acquire all of Lessor's right, title and interest in and to the Cars, free and clear of all Lessor's Liens (as defined in Appendix A to the Lease).
4. Acknowledges that U.S. Bank National Association and Consolidated Rail Corporation are relying on this Authorization, Direction and Agreement of Owner Participant when entering into the Purchase Agreement; and
5. Authorizes and directs the Owner Trustee, as owner trustee under the Trust Agreement, to (i) upon receipt of the January 2, 2008 installment payment, request the Indenture Trustee, pursuant to Section 20(d) of the Lease, to execute and deliver a Release with respect to the Cars substantially in the form attached hereto as Annex 1, and (ii) upon receipt of the January 2, 2008 installment payment, execute and deliver a Partial Termination of Equipment Lease with respect to the Cars substantially in the form attached hereto as Annex 2.

MANUFACTURERS HANOVER  
LEASING INTERNATIONAL CORP.

By:   
Name: MARY SACKLEY  
Title: VICE PRESIDENT  
Dated: December 19, 2007

**SCHEDULE A  
to Purchase Agreement**

**CARS**

Forty-six, 60-ft.  
Equipped Boxcars

CR	218465	CR	281482
CR	220238	CR	281500
CR	220257	CR	281509
CR	220770	CR	281558
CR	220772	CR	282802
CR	221095	CR	282806
CR	221221		
CR	221232		
CR	222401		
CR	222453		
CR	275177		
CR	275370		
CR	279470		
CR	279472		
CR	279484		
CR	279492		
CR	279585		
CR	279586		
CR	279615		
CR	279647		
CR	279732		
CR	279755		
CR	279757		
CR	279773		
CR	279775		
CR	279786		
CR	279804		
CR	279807		
CR	279828		
CR	279845		
CR	279849		
CR	279860		
CR	281422		
CR	281425		
CR	281436		
CR	281444		
CR	281451		
CR	281461		
CR	281464		
CR	281477		

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: 2/2/09



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Robert W. Alvord