

MAR 25 '09 -9 00 AM

SURFACE TRANSPORTATION BOARD

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March 25, 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 Memorandum of Partial Termination of Lease, dated as of December 15, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Lease Agreement and related documents previously filed with the Commission and Board under Recordation Number-16911.

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

Owner Trustee/  
Lessor:

U.S. 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, Esq.  
March 25, 2009  
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A description of the railroad equipment covered by the enclosed document is:

331 railcars RELEASED: NYC 279005, NYC 576468, NYC 576853, NYC 578065 and within the series CR 221702 - CR 890949 as more particularly set forth in the attachment to the document.

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

Memorandum of Partial Termination of 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,



Robert W. Alvord

RWA/sem  
Enclosures

MAR 25 '09 -9 00 AM

**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 three hundred thirty one (331) 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. 1 dated June 27, 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-A.

A Statement of New Reporting Marks dated as of April 9, 1998 by Lessee, relating to certain railroad equipment subject to the Lease, was duly filed and recorded with the Surface Transportation Board, on April 10, 1998 under Recordation Number 16911-D.

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.

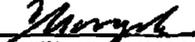
A Memorandum of Partial Termination of Lease dated June 13, 2007 executed by US Bank, relating to certain railroad equipment subject to the Lease, was duly filed and recorded with the Surface Transportation Board on June 22, 2007 under Recordation Number 16911-H.

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 15<sup>th</sup> day of December, 2008.

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

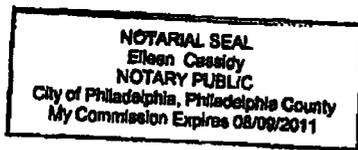
By:   
Name: **GEORGE J. HROMYCH**  
Title: **Vice President**

State of Pennsylvania

County of Philadelphia

On this, the 15<sup>th</sup> day of December 2008, before me, a Notary Public in and for said County and State, personally appeared G. HRONYCH, 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: 08/09/2011

**EXHIBIT A**

**EQUIPMENT**

**Three hundred thirty one (331) railcars consisting of the following:**

**One hundred thirty four (134) 52' Plain Gondolas**

1	CR	565991
2	CR	566532
3	CR	576070
4	CR	576074
5	CR	576106
6	CR	576139
7	CR	576145
8	CR	576148
9	CR	576175
10	CR	576215
11	CR	576222
12	CR	576246
13	CR	576248
14	CR	576253
15	CR	576260
16	CR	576284
17	CR	576290
18	CR	576305
19	CR	576325
20	CR	576376
21	CR	576377
22	CR	576381
23	CR	576409
24	CR	576417
25	CR	576467
26	NYC	576468
27	CR	576470
28	CR	576473
29	CR	576500
30	CR	576514
31	CR	576518
32	CR	576549
33	CR	576554
34	CR	576606
35	CR	576618
36	CR	576637
37	CR	576654
38	CR	576661

39	CR	576662
40	CR	576691
41	CR	576693
42	CR	576694
43	CR	576707
44	CR	576772
45	CR	576782
46	CR	576805
47	CR	576806
48	CR	576815
49	CR	576836
50	NYC	576853
51	CR	576856
52	CR	576861
53	CR	576867
54	CR	576880
55	CR	576895
56	CR	576897
57	CR	576905
58	CR	576975
59	CR	576983
60	CR	577008
61	CR	577053
62	CR	577167
63	CR	577199
64	CR	577235
65	CR	577238
66	CR	577273
67	CR	577289
68	CR	577299
69	CR	577305
70	CR	577376
71	CR	577378
72	CR	577410
73	CR	577416
74	CR	577417
75	CR	577426
76	CR	577452
77	CR	577463
78	CR	577475
79	CR	577476
80	CR	577498
81	CR	577509
82	CR	577529
83	CR	577536
84	CR	577543
85	CR	577551
86	CR	577567
87	CR	577579

88	CR	577586
89	CR	577597
90	CR	577623
91	CR	577625
92	CR	577647
93	CR	577656
94	CR	577694
95	CR	577697
96	CR	577719
97	CR	577721
98	CR	577793
99	CR	577798
100	CR	577806
101	CR	577838
102	CR	577858
103	CR	577867
104	CR	577882
105	CR	577897
106	CR	577928
107	CR	577946
108	CR	577949
109	CR	577972
110	CR	577978
111	CR	577986
112	CR	577998
113	CR	578053
114	NYC	578065
115	CR	578075
116	CR	578079
117	CR	578105
118	CR	578113
119	CR	578116
120	CR	578118
121	CR	578132
122	CR	578699
123	CR	578736
124	CR	579708
125	CR	579781
126	CR	579784
127	CR	579845
128	CR	583857
129	CR	583980
130	CR	583981
131	CR	584289
132	CR	584434
133	CR	584551
134	CR	584558

**Eleven (11) 60' Equipped Boxcars:**

1	CR	218531
2	CR	219940
3	CR	219973
4	CR	220260
5	CR	274957
6	CR	275319
7	CR	275368
8	CR	279002
9	NYC	279005
10	CR	280010
11	CR	281632

**Eighty nine (89) 60' Equipped Boxcars RR:**

1	CR	221702
2	CR	221703
3	CR	221704
4	CR	221705
5	CR	221708
6	CR	221709
7	CR	221710
8	CR	221711
9	CR	221716
10	CR	221717
11	CR	221719
12	CR	221721
13	CR	221724
14	CR	221726
15	CR	221730
16	CR	221733
17	CR	221734
18	CR	221737
19	CR	221738
20	CR	221741
21	CR	221743
22	CR	221745
23	CR	221747
24	CR	221748
25	CR	221750
26	CR	221751
27	CR	221753
28	CR	221755
29	CR	221757
30	CR	221758
31	CR	221761
32	CR	221763

33	CR	221765
34	CR	221766
35	CR	221769
36	CR	221773
37	CR	221775
38	CR	221776
39	CR	221777
40	CR	221778
41	CR	221779
42	CR	221780
43	CR	221784
44	CR	221785
45	CR	221786
46	CR	221788
47	CR	221789
48	CR	221790
49	CR	221803
50	CR	221804
51	CR	221805
52	CR	221806
53	CR	221808
54	CR	221811
55	CR	221814
56	CR	221815
57	CR	221816
58	CR	221817
59	CR	221819
60	CR	221822
61	CR	221823
62	CR	221825
63	CR	221827
64	CR	221828
65	CR	221829
66	CR	221831
67	CR	221832
68	CR	221833
69	CR	221834
70	CR	221835
71	CR	221838
72	CR	221851
73	CR	221852
74	CR	221854
75	CR	221857
76	CR	221858
77	CR	221859
78	CR	221860
79	CR	221861
80	CR	221862
81	CR	221863

82	CR	221866
83	CR	221867
84	CR	221871
85	CR	221875
86	CR	221877
87	CR	221878
88	CR	221881
89	CR	221885

**Fifty (50) 86' Equipped Boxcars:**

1	CR	237556
2	CR	237586
3	CR	237612
4	CR	237635
5	CR	237671
6	CR	237745
7	CR	237765
8	CR	237774
9	CR	237789
10	CR	237821
11	CR	237868
12	CR	237870
13	CR	237897
14	CR	237898
15	CR	237923
16	CR	237932
17	CR	237956
18	CR	237968
19	CR	237973
20	CR	238148
21	CR	238220
22	CR	238231
23	CR	238275
24	CR	238500
25	CR	239800
26	CR	239803
27	CR	239811
28	CR	239816
29	CR	239824
30	CR	239892
31	CR	239898
32	CR	239899
33	CR	240903
34	CR	240905
35	CR	240907
36	CR	240930
37	CR	240968

38	CR	240976
39	CR	240978
40	CR	240980
41	CR	242000
42	CR	242469
43	CR	242601
44	CR	243300
45	CR	293236
46	CR	293432
47	CR	295072
48	CR	295091
49	CR	295129
50	CR	296719

**Forty one (41) Covered Hoppers:**

1	CR	886389
2	CR	886714
3	CR	887070
4	CR	887071
5	CR	887087
6	CR	887093
7	CR	887097
8	CR	887103
9	CR	887115
10	CR	887121
11	CR	887155
12	CR	887160
13	CR	887289
14	CR	887311
15	CR	887321
16	CR	887339
17	CR	887343
18	CR	887345
19	CR	887358
20	CR	887376
21	CR	887406
22	CR	887545
23	CR	887571
24	CR	887624
25	CR	887685
26	CR	887707
27	CR	887712
28	CR	887725
29	CR	887733
30	CR	888165
31	CR	888474

32	CR	888496
33	CR	888524
34	CR	888547
35	CR	888576
36	CR	888717
37	CR	890886
38	CR	890889
39	CR	890925
40	CR	890931
41	CR	890949

**One (1) Covered Coil Gondola:**

1	CR	612732
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**Five (5) Open Coil Gondolas:**

1	CR	600025
2	CR	607039
3	CR	607229
4	CR	607349
5	CR	607455

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:

3/25/09



\_\_\_\_\_  
Robert W. Alvord