

RECORDATION NO. 17943-N FILED

MAR 31 '11 -11 50 AM

SURFACE TRANSPORTATION BOARD

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

March 31, 2011

Chief
Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice of Termination of Sublease and Release of Sublease Assignment, dated as of March 31, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Sublease and Assignment PRR-N192 previously filed with the Board under Recordation Number 17943-G.

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

| | |
|----------------|--|
| Sublessor: | Consolidated Rail Corporation 1000 Howard Boulevard, Fourth Floor Mt. Laurel, NJ 08054 |
| Sublessee: | Norfolk Southern Railway Company (as successor in interest to PRR Newco Inc.) 110 Franklin Road S E Roanoke VA 24042-0072 |
| Senior Lessor: | U.S. Bank National Association 2 Liberty Place 50 South 16th Street, Suite 2000 Philadelphia, PA 19102 |

Chief, Section of Administration
March 31, 2011
Page 2

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

All railroad equipment previously covered by the Memorandum of Sublease and Assignment PRR-N192 previously filed under Recordation Number 17943-G.

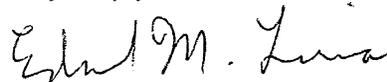
A short summary of the document to appear in the index is:

Notice of Termination of Sublease and Release of Sublease Assignment.

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 cursive script that reads "Edward M. Luria".

Edward M. Luria

RWA/EML/bhs
Enclosures

NOTICE OF TERMINATION OF SUBLEASE AND RELEASE OF SUBLEASE -11 50 AM
ASSIGNMENT

SURFACE TRANSPORTATION BOARD

The undersigned, Consolidated Rail Corporation, Sublessor and Assignor, and Norfolk Southern Railway Company (on its own behalf and as successor in interest to PRR Newco Inc.), Sublessee, publish this notice, and each of them hereby acknowledges and confirms, that the sublease described in the Memorandum of Sublease and Assignment PRR-N192 (the "Memorandum"), among Consolidated Rail Corporation, Sublessor, PRR Newco Inc., Sublessee, and Norfolk Southern Railway Company, Guarantor, has been terminated.

The Memorandum was originally filed with the Surface Transportation Board on August 17, 2004 at 2:25 p.m. under Recordation Number 17943-G and filed with the RGC on August 20, 2004 under Document Key 15790 and covers the railcars listed therein:

The Memorandum also recites that the sublease was assigned to Wachovia Bank, N.A., not in its individual capacity but solely as Trustee, since succeeded by U.S. Bank, National Association ("Senior Lessor") as security for Sublessor's obligations under a senior lease. Senior Lessor hereby releases its rights under the assignment and all of its rights, obligations, and security interests in the sublease.

IN WITNESS WHEREOF, Consolidated Rail Corporation, Norfolk Southern Railway Company (on its own behalf and as successor in interest to PRR Newco Inc.) and U.S. Bank National Association each have caused this instrument to be executed by its respective officers thereunto duly authorized this 31st day of March, 2011.

Consolidated Rail Corporation,
Sublessor

By: *A. D. Carlini*
Name: ANTHONY D. CARLINI
Title: VICE PRESIDENT - CHIEF ADMINISTRATIVE OFFICER AND TREASURER

Norfolk Southern Railway Company
(on its own behalf and as successor
in interest to PRR Newco Inc.,
Sublessee)

By: _____
Name: _____
Title: _____

U.S. Bank National Association, not
in its individual capacity but solely as
Trustee, Senior Lessor

By: _____
Name: _____
Title: _____

**NOTICE OF TERMINATION OF SUBLEASE AND RELEASE OF SUBLEASE
ASSIGNMENT**

The undersigned, Consolidated Rail Corporation, Sublessor and Assignor, and Norfolk Southern Railway Company (on its own behalf and as successor in interest to PRR Newco Inc.), Sublessee, publish this notice, and each of them hereby acknowledges and confirms, that the sublease described in the Memorandum of Sublease and Assignment PRR-N192 (the "Memorandum"), among Consolidated Rail Corporation, Sublessor, PRR Newco Inc., Sublessee, and Norfolk Southern Railway Company, Guarantor, has been terminated.

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IN WITNESS WHEREOF, Consolidated Rail Corporation, Norfolk Southern Railway Company (on its own behalf and as successor in interest to PRR Newco Inc.) and U.S. Bank National Association each have caused this instrument to be executed by its respective officers thereunto duly authorized this 31st day of March, 2011.

Consolidated Rail Corporation,
Sublessor

By: _____
Name: _____
Title: _____

Norfolk Southern Railway Company
(on its own behalf and as successor
in interest to PRR Newco Inc.,
Sublessee)

By: G.K. Sublett
Name: G.K. Sublett
Title: Assistant Treasurer

U.S. Bank National Association, not
in its individual capacity but solely as
Trustee, Senior Lessor

By: _____
Name: _____
Title: _____

NOTICE OF TERMINATION OF SUBLEASE AND RELEASE OF SUBLEASE
ASSIGNMENT

The undersigned, Consolidated Rail Corporation, Sublessor and Assignor, and Norfolk Southern Railway Company (on its own behalf and as successor in interest to PRR Newco Inc.), Sublessee, publish this notice, and each of them hereby acknowledges and confirms, that the sublease described in the Memorandum of Sublease and Assignment PRR-N192 (the "Memorandum"), among Consolidated Rail Corporation, Sublessor, PRR Newco Inc., Sublessee, and Norfolk Southern Railway Company, Guarantor, has been terminated.

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The Memorandum also recites that the sublease was assigned to Wachovia Bank, N.A., not in its individual capacity but solely as Trustee, since succeeded by U.S. Bank, National Association ("Senior Lessor") as security for Sublessor's obligations under a senior lease. Senior Lessor hereby releases its rights under the assignment and all of its rights, obligations, and security interests in the sublease.

IN WITNESS WHEREOF, Consolidated Rail Corporation, Norfolk Southern Railway Company (on its own behalf and as successor in interest to PRR Newco Inc.) and U.S. Bank National Association each have caused this instrument to be executed by its respective officers thereunto duly authorized this 21st day of March, 2011.

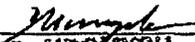
Consolidated Rail Corporation,
Sublessor

By: _____
Name: _____
Title: _____

Norfolk Southern Railway Company
(on its own behalf and as successor
in interest to PRR Newco Inc.,
Sublessee)

By: _____
Name: _____
Title: _____

U.S. Bank National Association, not
in its individual capacity but solely as
Trustee, Senior Lessor

By: 
Name: C. HROMYCH
Title: vice President

STATE OF)
)
COUNTY OF)

On this 23rd day of March, 2011, before me personally appeared Judith Sublett, to me personally known, who, being by me duly sworn, said that he/she is Asst Treasurer of Norfolk Southern Railway Company, that he/she is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.

Carolyn J. Douglas
NOTARY PUBLIC

My commlssion expires: 8-31-11

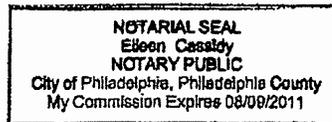
CAROLYN J. DOUGLAS
NOTARY PUBLIC
Commonwealth of Virginia
Reg. #337689
My Commission Expires Aug. 31, 2011

STATE OF)
)
COUNTY OF)

On this 31st day of March, 2011, before me personally appeared G. HROMYCH, to me personally known, who, being by me duly sworn, said that he/she is Vice President of U.S. Bank National Association, that he/she is authorized to execute the foregoing instrument on behalf of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of foregoing instrument was the free act and deed of the corporation.


NOTARY PUBLIC

My commission expires:



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: 3/31/11



Robert W. Alvord