

RECORDATION NO. 17943-0 FILED

MAR 31 '11 -11 50 AM

**SURFACE TRANSPORTATION BOARD**

ALVORD AND ALVORD  
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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 NYC-N192 previously filed with the Board under Recordation Number 17943-H.

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:	CSX Transportation, Inc. (as successor in interest to NYC Newco Inc.) 500 Water Street Jacksonville, FL 32202
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 NYC-N192 previously filed under Recordation Number 17943-H.

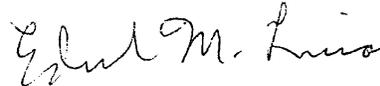
A short summary of the document to appear in the index is:

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,



Edward M. Luria

RWA/EML/bhs  
Enclosures

NOTICE OF TERMINATION OF SUBLEASE AND RELEASE OF SUBLEASE  
ASSIGNMENT

The undersigned, Consolidated Rail Corporation, Sublessor and Assignor, and CSX Transportation, Inc. (on its own behalf and as successor to NYC 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 NYC-N192 (the "Memorandum"), among Consolidated Rail Corporation, Sublessor, NYC Newco Inc., Sublessee, and CSX Transportation, Inc., Guarantor, has been terminated.

The Memorandum was originally filed with the Surface Transportation Board on August 17, 2004 at 2:30 p.m. under Recordation Number 17943-H and filed with the RGC on August 20, 2004 under Document Key 15789 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, CSX Transportation, Inc. (on its own behalf and as successor in interest to NYC Newco Inc.) and U.S. Bank National Association each have caused this instrument to be executed by its respective officers thereunto duly authorized this 31<sup>st</sup> day of March, 2011.

Consolidated Rail Corporation,  
Sublessor

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

CSX Transportation, Inc. (on its own  
behalf and as successor in interest  
to NYC 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: \_\_\_\_\_

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SURFACE TRANSPORTATION BOARD

NOTICE OF TERMINATION OF SUBLEASE AND RELEASE OF SUBLEASE  
ASSIGNMENT

The undersigned, Consolidated Rail Corporation, Sublessor and Assignor, and CSX Transportation, Inc. (on its own behalf and as successor to NYC 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 NYC-N192 (the "Memorandum"), among Consolidated Rail Corporation, Sublessor, NYC Newco Inc., Sublessee, and CSX Transportation, Inc., Guarantor, has been terminated.

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IN WITNESS WHEREOF, Consolidated Rail Corporation, CSX Transportation, Inc. (on its own behalf and as successor in interest to NYC Newco Inc.) and U.S. Bank National Association each have caused this instrument to be executed by its respective officers thereunto duly authorized this 31<sup>st</sup> day of March, 2011.

Consolidated Rail Corporation,  
Sublessor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CSX Transportation, Inc. (on its own  
behalf and as successor in interest  
to NYC Newco Inc., Sublessee)

By: [Signature]  
Name: JOHN F. HARGREAVES  
Title: AVP OPS FINANCE

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 CSX Transportation, Inc. (on its own behalf and as successor to NYC 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 NYC-N192 (the "Memorandum"), among Consolidated Rail Corporation, Sublessor, NYC Newco Inc., Sublessee, and CSX Transportation, Inc., Guarantor, has been terminated.

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IN WITNESS WHEREOF, Consolidated Rail Corporation, CSX Transportation, Inc. (on its own behalf and as successor in interest to NYC Newco Inc.) and U.S. Bank National Association each have caused this instrument to be executed by its respective officers thereunto duly authorized this 21<sup>st</sup> day of March, 2011.

Consolidated Rail Corporation,  
Sublessor

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

CSX Transportation, Inc. (on its own  
behalf and as successor in interest  
to NYC Newco Inc., Sublessee)

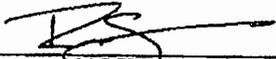
By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

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

By: *[Signature]*  
Name: C. HRONICH  
Title: Vice President

STATE OF PENNSYLVANIA )  
 )  
COUNTY OF PHILADELPHIA )

On this 23<sup>rd</sup> day of MARCH, 2011, before me personally appeared ANTHONY D. CARLINI  
VP, CAO + TREASURER of Consolidated Rail Corporation, 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:

COMMONWEALTH OF PENNSYLVANIA  
NOTARIAL SEAL  
RACHAEL GRAY SHIPKIN, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires October 6, 2014

STATE OF *Florida* )  
COUNTY OF *Duval* )

On this 22<sup>nd</sup> day of March, 2011, before me personally appeared John T. Hart  
to me personally known, who, being by me duly sworn, said that he/she is  
AVP, Operations Finance of CSX Transportation, Inc., 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.

*Anna Webster*  
NOTARY PUBLIC

My commission expires:

NOTARY PUBLIC-STATE OF FLORIDA  
Anna A. Webster  
Commission # EE044494  
Expires: NOV. 22, 2014  
BONDED THRU ATLANTIC BONDING CO, INC.

STATE OF )

COUNTY OF )

On this 31<sup>st</sup> day of July, 2011, before me personally appeared C. HRONYCH, 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