

RECORDATION NO. 18414-M FILED

JAN 03 '12 -2 5 5 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N.W.  
SUITE 301  
WASHINGTON, DC  
20036  
\_\_\_\_\_  
(202) 393-2266  
FAX (202) 393-2156  
E-MAIL [alvordlaw@aol.com](mailto:alvordlaw@aol.com)

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

January 3, 2012

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 Full Release of Security Interest, dated as of January 3, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release and relates to the Equipment Trust Agreement previously filed with the Commission under Recordation Number 18414-A.

The names and addresses of the parties to the enclosed document are:

Equipment Trust  
Trustee: Wilmington Trust Company, not in its individual  
capacity but solely as Trustee  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

Owner Trustee: U.S. Bank National Association  
2 Liberty Place  
50 South 16th Street, Suite 2000  
Philadelphia, Pennsylvania 19102

Chief, Section of Administration  
January 3, 2012  
Page 2

Lessee: Consolidated Rail Corporation  
2001 Market Street  
Philadelphia, PA 19103

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

All railcars covered by the Equipment Trust Agreement, as amended, in all related filings under Recordation Number 18414.

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

Full Release of Security Interest.

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

EML/bhs  
Enclosures

**FULL RELEASE OF SECURITY INTEREST** JAN 03 '12 -2 5 5 PM

The undersigned, WILMINGTON TRUST COMPANY, ~~not in its individual~~ **SURFACE TRANSPORTATION BOARD** capacity, but solely as Equipment Trust Trustee (the "Equipment Trustee"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, does hereby terminate, release and discharge any and all security interests held by it on all railroad equipment, the Lease Agreement (as amended and supplemented from time to time, the "Lease") between U.S BANK NATIONAL ASSOCIATION, not in its individual capacity, but solely as owner trustee ("Owner Trustee") (as successor to Meridian Trust Company) and Consolidated Rail Corporation, as Lessee (the "Lessee"), dated as of September 15, 1992, and each Lease amendment, supplement and sublease delivered under the Lease granted pursuant to the Equipment Trust Agreement, dated as of September 15, 1992, between the Equipment Trustee and the Lessee and the Equipment Trustee, as amended and supplemented by that Equipment Trust Agreement Supplement No. 1, dated as of September 15, 1993, among Equipment Trustee, Meridian Trust Company, as the original owner trustee and predecessor in interest to Owner Trustee and the Lessee (collectively, the "Equipment Trust") Equipment Trustee, Owner Trustee and Lessee acknowledge and agree that the Equipment Trust is hereby terminated and Owner Trustee is hereby released from its obligations thereunder. Effective as of the date hereof, the parties to the Operative Documents (as defined in the Equipment Trust) shall be released from their respective obligations thereunder and the Operative Documents shall terminate and be of no force or effect, except for any provision in the Operative Documents that by its express terms survives termination thereof.

The Equipment Trust Agreement was duly filed and recorded with the Interstate Commerce Commission on September 28, 1993 at 9.10 a.m. under Recordation Number 18414-A. Subsequently thereto, the documents listed in Exhibit A relating to the Equipment Trust Agreement were duly filed with the Interstate Commerce Commission and the Surface Transportation Board. This document constitutes a release of all interests, claims, liens, or encumbrances over all railroad equipment at any time covered by the Equipment Trust Agreement and identified in the primary and secondary filings made under Recordation Number 18414, and that document cited as Document Key 5304, which has been deposited with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act.

Dated: January 3, 2012

WILMINGTON TRUST COMPANY, not in  
its individual capacity, but solely as  
Equipment Trustee.

By: [Signature]  
Printed Name: Adam Vogelsong  
Title: Senior Financial Services Officer

State of DELAWARE )

County of NEW CASTLE )

ss.

On this 3<sup>rd</sup> day of January, before me personally appeared Adam R. Vogelsong, to me personally known, who, being duly sworn did say that (s)he is a Senior Financial Services Officer of WILMINGTON TRUST COMPANY, and that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

[Signature]  
NOTARY PUBLIC

My commission expires:

RAMONA L. RINGGOLD  
NOTARY PUBLIC  
STATE OF DELAWARE  
My Commission Expires 10-08-2013

U.S. BANK NATIONAL ASSOCIATION,  
not in its individual capacity, but solely as  
Owner Trustee

By: [Signature]  
Printed Name: DEBROMYCH  
Title: Vice President

State of Pennsylvania  
County of Philadelphia

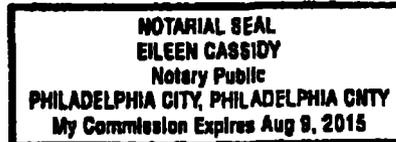
ss.

On this 3<sup>rd</sup> day of JANUARY 2012, before me personally appeared DEBROMYCH, to me personally known, who, being duly sworn did say that (s)he is a Vice President of U.S. BANK NATIONAL ASSOCIATION, and that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

My commission expires: 8/9/15

[Signature]  
NOTARY PUBLIC



CONSOLIDATED RAIL CORPORATION

By: Jonathan M Broder  
Printed Name: Jonathan M. Broder  
Title: -VP Corporate Development & Chief Legal Officer

State of PENNSYLVANIA )  
County of PHILADELPHIA )

ss.

On this 3<sup>rd</sup> day of JANUARY, before me personally appeared JONATHAN M. BRODER, to me personally known, who, being duly sworn did say that (s)he is a VP CORPORATE DEVELOPMENT & CHIEF LEGAL OFFICER of CONSOLIDATED RAIL CORPORATION, and that said instrument was signed on behalf of said corporation by authority of its board of directors, and (s)he acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

[Signature]  
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

## Schedule A

- 1. Equipment Trust Agreement, dated as of September 15, 1992, between Consolidated Rail Corporation, and Wilmington Trust Company, Equipment Trust Trustee, filed with the Commission on September 28, 1993, at 9:10 a.m., under Recordation Number 18414-A and filed with the Registrar General of Canada (the "RGC") on September 28, 1993 under Document Key 5303**
- 2. Equipment Trust Agreement Supplement No 1, dated as of September 15, 1992, among Wilmington Trust Company, Equipment Trust Trustee, and Meridian Trust Company, Owner Trustee, and filed with the Commission on September 28, 1993, at 9:10 a.m., under Recordation Number 18414-B and filed with the Registrar General of Canada (the "RGC") on September 28, 1993 under Document Key 5304.**
- 3 Lease and Equipment Trust Agreement Supplement No. 1, dated as of September 28, 1993, among Wilmington Trust Company, Equipment Trust Trustee, Meridian Trust Company, Lessor/Owner Trustee, and Consolidated Rail Corporation, Lessee, filed with the Commission on September 28, 1993, under Recordation Number 18414-C and filed with the RGC on September 28, 1993 under Document Key 5306.**
- 4 Lease and Equipment Trust Agreement Supplement No. 2, dated as of December 22, 1993, among Wilmington Trust Company, Equipment Trust Trustee, Meridian Trust Company, Lessor/Owner Trustee, and Consolidated Rail Corporation, Lessee, filed with the Commission on December 22, 1993, under Recordation Number 18414-D and filed with the RGC on December 22, 1993 under Document Key 5294**
- 5. Amendment No 1 to Participation Agreement, Lease Agreement, ETA Supplement No. 1 and Trust Agreement, dated as of January 1, 1994, among Consolidated Rail Corporation, as Lessee, Meridian Trust Company, as Owner Trustee/Lessor, Wilmington Trust Company, as Equipment Trust Trustee, and MetLife Capital, Limited Partnership, as Owner Participant,, filed with the Commission on January 24, 1994, under Recordation Number 18414-E.**
- 6 Amendment No. 2 to Participation Agreement, Lease Agreement, ETA Supplement No 1 and Trust Agreement, dated as of December 28, 1994, among Consolidated Rail Corporation, as Lessee, Meridian Trust Company, as Owner Trustee/Lessor, Wilmington Trust Company, as Equipment Trust Trustee, and MetLife Capital, Limited Partnership, as Owner Participant, filed with the Commission on December 27, 1994, under Recordation Number 18414-F**

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, 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 1-3-12

Edward M Luria  
Edward M Luria