

RECORDATION NO. 17490 -M  
FILED

APR 15 '10 -11 00 AM

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SUITE 301  
WASHINGTON, DC

**SURFACE TRANSPORTATION BOARD**

ELIAS C. ALVORD (1942)  
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20036

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April 15, 2010

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 April 12, 2010, 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-N291 previously filed with the Board under Recordation Number 17490-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  
April 15, 2010  
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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-N291 previously filed under Recordation Number 17490-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,



Robert W Alvord

RWA/sem  
Enclosures

**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-N291 (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 (a) the Surface Transportation Board on August 17, 2004 under Recordation Number 17490-G and covers the railcars listed therein and (b) the Registrar General of Canada on August 20, 2004 under Document Key 15788 and covers the railcars listed therein.

The Memorandum also recites that the sublease was assigned to Wachovia Bank, N.A. (predecessor in interest to U.S. Bank National Association), not in its individual capacity but solely as Trustee ("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.

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SURFACE TRANSPORTATION BOARD

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 12 day of April, 2010.

Consolidated Rail Corporation,  
Sublessor

By: A. D. Carlini  
Name: A. 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)

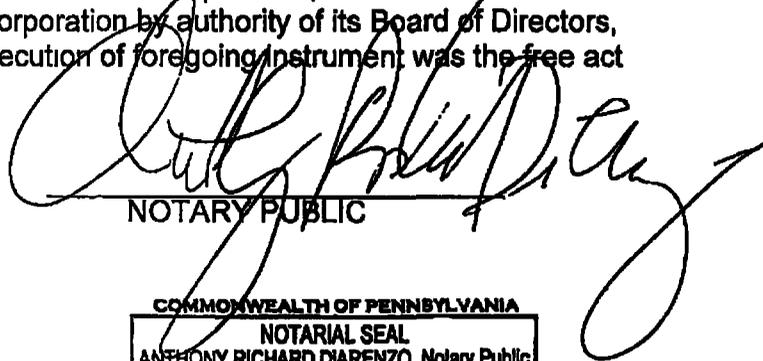
By: T. W. Mahoney  
Name: THOMAS W MAHONEY  
Title: Asst. TREASURER

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

By: G. Brach  
Name: G. BRACH  
Title: Vice President

STATE OF Pennsylvania )  
COUNTY OF Philadelphia )

On this 6<sup>th</sup> day of April, 2010, before me personally appeared Anthony Carlino  
U.P. Chief Admin & 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  
ANTHONY RICHARD DIARENZO, Notary Public  
City of Philadelphia, Phila. County  
My Commission Expires September 25, 2012

STATE OF

COUNTY OF

On this 24th day of April, 2010, before me personally appeared J. W. Mahoney 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.

  
NOTARY PUBLIC

My commission expires: Aug. 31, 2011

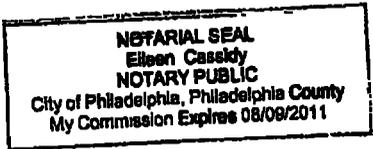
CAROLYN J. DOUGLAS  
NOTARY PUBLIC  
Commonwealth of Virginia  
Reg. #337689  
My Commission Expires Aug. 31, 2011

STATE OF )  
COUNTY OF )

On this 1<sup>st</sup> day of April, 2010, 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.

My commission expires: 8/9/11

  
NOTARY PUBLIC



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: 4/15/10



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