

RECORDATION NO. 18299-1 FILED

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SURFACE TRANSPORTATION BOARD

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November 15, 2011

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

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Equipment Lease Termination, dated as of November 15, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete termination and relates to the Equipment Lease previously filed with the Commission under Recordation Number 18299.

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

Lessor: U.S. Bank National Association (successor to  
State Street Bank and Trust Company of  
Connecticut, N.A.)  
225 Franklin Street  
Boston, Massachusetts 02110

[Lessee: Virginia Electric & Power Co.  
One James River Plaza  
701 E Cary Street  
Richmond, Virginia 23219]

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

All railroad equipment at any time covered by the Equipment Lease filed  
under Recordation Number 18299 and all supplements thereto.

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

Memorandum of Equipment Lease Termination.

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

RECORDATION NO. 18299-D

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF EQUIPMENT LEASE TERMINATION, dated as of November 15, 2011, by and between Virginia Electric & Power Co. ("Lessee"), U.S. Bank National Association, not in its individual capacity, but solely as Trustee (the "Trustee") under the Trust Agreement, dated as of June 28, 1993 (the "Trust Agreement") (Lessee and Trustee being referred to collectively as the "Parties"). Capitalized terms used herein which are not defined herein shall have their respective meanings ascribed thereto as set forth in the Lease (defined below).

WHEREAS, Trustee, as lessor, and Lessee, as lessee, entered into that certain Equipment Lease, dated as of June 28, 1993, (the "Lease") a Memorandum of which was recorded with the Surface Transportation Board ("STB") on July 6, 1993, at 12:25 p.m. under Recordation No. 18299 covering the Equipment described therein;

Effective the date hereof, the Lease is terminated. This document constitutes a release of all interests, claims, liens or encumbrances with respect to all railroad equipment at any time covered by the Lease;

The Parties are filing this Memorandum of Equipment Lease Termination with the STB pursuant to 49 USC Section 11301(a). This Memorandum of Lease Termination is executed without prejudice to the rights or obligations of the parties which expressly survive termination of the Lease or the termination agreement among the parties.

JGN

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

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

By:

  
Name: DAVID J GANS  
Title: VICE PRESIDENT

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JGN

This Memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

VIRGINIA ELECTRIC & POWER CO., as  
Lessee

By:



Name: *Greg Workman*

Title: *Authorized Representative*

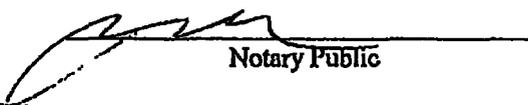


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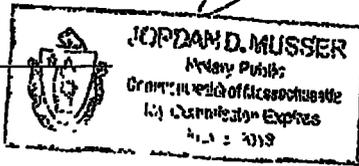
JGN

COMMONWEALTH OF MASSACHUSETTS )  
 ) SS.:  
COUNTY OF SUFFOLK )

On this 14<sup>TH</sup> day of November, 2011, before me personally appeared DAVID J GANS, to me personally known, who, by me being duly sworn, says that he/she is VILE PRESIDENT of U.S. Bank National Association, that the foregoing instrument was signed on behalf of said national association, by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said national banking association.

  
Notary Public

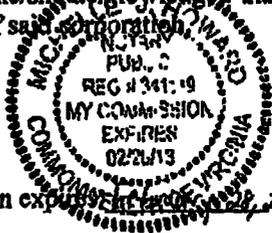
My commission expires:



JGN

STATE OF Virginia )  
 ) SS.:  
COUNTY OF Richmond )

On this 15<sup>th</sup> day of November, 2011, before me personally appeared Greg Workman, to me personally known, who, by me being duly sworn, says that he/she is the Authorized Representative of Virginia Electric & Power Co., that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Signature]  
Notary Public

My commission expires February 26, 2013

JGN

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 11-15-11

Edward M Luria  
Edward M. Luria