

RECORDATION NO. 18414-Q **RUB**

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SURFACE TRANSPORTATION BOARD

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**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 Termination of Lease, 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 Lease, the Lease and Equipment Trust Agreement Supplement No. 1 and the Lease and Equipment Trust Agreement Supplement No. 2 previously filed with the Commission under Recordation Numbers 18414, 18414-C and 18414-D.

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

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

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

Chief, Section of Administration
January 3, 2012
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A description of the railroad equipment covered by the enclosed document
is:

All railcars covered by the Lease and Equipment Trust Agreement
Supplement No. 1 and 2, as amended, previously filed with the
Commission under Recordation Numbers 18414-C and 18414-D.

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

Termination of Lease.

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

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TERMINATION OF LEASE

SURFACE TRANSPORTATION BOARD

The undersigned, U.S. BANK NATIONAL ASSOCIATION (successor to Meridian Trust Company), not in its individual capacity but solely as Owner Trustee, as Lessor (the "Lessor") and Consolidated Rail Corporation, as Lessee (the "Lessee"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby acknowledges and agrees that the Lease Agreement, dated as of September 15, 1992 (as amended and supplemented, the "Lease"), between Lessor and Lessee with respect to the railroad equipment covered thereby is hereby terminated. Effective as of the date hereof, the parties to the Operative Documents (as defined in the Lease) 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 Lease was duly filed and recorded with the Interstate Commerce Commission ("Commission") on September 28, 1993 at 9:10 a.m under Recordation Number 18414, a Lease and Equipment Trust Agreement Supplement No. 1 ("Supplement No. 1"), dated as of September 28, 1993, among Wilmington Trust Company, Equipment Trust Trustee, Meridian Trust Company, prior Lessor/Owner Trustee, and Consolidated Rail Corporation, Lessee, was filed with the Commission on September 28, 1993, under Recordation Number 18414-C and a Lease and Equipment Trust Agreement Supplement No. 2 ("Supplement No. 2"), dated as of December 22, 1992, among Wilmington Trust Company, Equipment Trust Trustee, Meridian Trust Company, prior Lessor/Owner Trustee, and Consolidated Rail Corporation, Lessee, was filed with the Commission on December 22, 1993, under Recordation Number 18414-D with respect to the railroad equipment covered thereby. This document constitutes a release of all interests, claims, liens, or encumbrances relating to the lease of the railroad equipment at any time covered by the Lease, Supplement No. 1, Supplement No. 2 and other secondary filings relating to the lease of the railroad equipment made under Recordation Number 18414 and, as well, those documents cited as Document Key 5305, Document Key 5306 and Document Key 5294 which have been deposited with the Register General of Canada pursuant to Section 105 of the Canada Transportation Act.

[Signatures Contained on Following Pages]

Dated: JANUARY 3, 2012

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

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

State of)
)
County of) ss.

On this 3rd day of JANUARY 2012, before me personally appeared C. HRONVICH, 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.

[Signature]
NOTARY PUBLIC

My commission expires:

NOTARIAL SEAL
JOHN A. COUTEE
Notary Public
PHILADELPHIA CITY, PHILADELPHIA COUNTY
My Commission Expires Feb 7, 2012

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 3rd 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

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