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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

November 1, 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 Notice of Full Termination of Subleases, dated as of October 31, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 19041-E, 19041-G and 19041-H.

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

Sublessor: Consolidated Rail Corporation
2001 Market Street
P O Box 41416
Philadelphia, PA 19101

Chief,
Section of Administration
November 1, 2012
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A description of the railroad equipment covered by the enclosed document
is:

28 Locomotives: LMSX 700 – LMSX 727 (previously 700 – 727)
TERMINATED.

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

Notice of Full Termination of Subleases.

Also enclosed is a check in the amount of \$42.00 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/sem
Enclosures

NOTICE OF FULL TERMINATION OF SUBLEASES

The undersigned, CONSOLIDATED RAIL CORPORATION, as Sublessor ("CONRAIL"), for good and valuable consideration, the receipt and sufficiency of which are acknowledged, hereby gives notice that it has terminated the sublease agreements, as amended and supplemented hereinafter described in Schedule A hereof as to the two groups of locomotives respectively described in that Schedule.

CONRAIL wishes to acknowledge for the public record that:

- 1) Each sublease has terminated except for such provisions which by their nature survive termination; and
- 2) CONRAIL hereby releases any security interest in the locomotives covered by each of the subleases described in Schedule A.

Dated: Oct. 31, 2012

CONSOLIDATED RAIL CORPORATION

By: Jonathan M Broder
 Printed Name: Jonathan M. Broder
 Title: VP-Corp. Dev. & CLO

State of PENNSYLVANIA)
)
 County of PHILADELPHIA) ss.

On this 31st day of OCTOBER, 2012, before me personally appeared JONATHAN M. BRODER, to me personally known, who, being duly sworn did say that (s)he is a VP-CORP. DEV + CLO of CONSOLIDATED RAIL CORPORATION, and that said instrument was signed on behalf of said corporation by authority of its board of directors for the purpose herein stated, 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:
OCTOBER 6th, 2014

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

Schedule A

Subleases entered under Locomotive Lease Agreements dated as of November 15, 1994, each as amended and supplemented, covering, in each instance, the following GE Dash 8-40CW locomotives, as described in the following Surface Transportation Board and Registrar General of Canada filings:

1. LMSX 712 through LMSX 727, (original road numbers 712 through 727):

a. Memorandum of Locomotive Lease Agreement, Partial Termination Thereof and Assignment of Leasehold Interest Therein, dated as of April 30, 2001, among Locomotive Management Services, Lessor, Consolidated Rail Corporation, Lessee/Sublessor and Norfolk Southern Railway Company, Sublessee, filed with the Surface Transportation Board (the "Board") on September 4, 2001, at 3:02 p.m., under Recordation Number 19041-E and with the Registrar General of Canada (the "RGC") under Document Key 13902 on January 14, 2002.

b. Memorandum of Locomotive Lease Agreement, Partial Termination Thereof and Assignment of Leasehold Interest Therein, dated as of October 30, 2001, among Locomotive Management Services, Lessor, Consolidated Rail Corporation, Lessee/Sublessor and Norfolk Southern Railway Company, Sublessee, filed with the Board on January 24, 2002, at 4:04 p.m., under Recordation Number 19041-G.

2. LMSX 700 through LMSX 711, (original road numbers 700 through 711):

Memorandum of Locomotive Lease Agreement, Partial Termination Thereof and Assignment of Leasehold Interest Therein, dated as of October 30, 2001, among Locomotive Management Services, Lessor, Consolidated Rail Corporation, Lessee/Sublessor and CSX Transportation, Inc., Sublessee, filed with the Board on February 19, 2002, at 3:03 p.m., under Recordation Number 19041-H.

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: 11/1/12

Edward M Luria
Edward M. Luria