

247826

ENTERED
Office of Proceedings
May 29, 2019
Part of
Public Record

May 29, 2019

Ms. Cynthia T. Brown
Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423-0001

Re: *Holland Park Owner, LLC - Petition for Declaratory Order*, Finance Docket No. ~~35308~~ ³⁶³⁰⁸

Dear Ms. Brown:

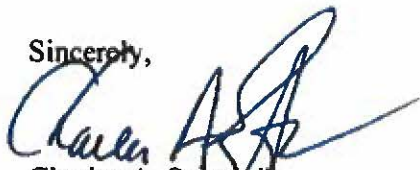
I am enclosing an original of Holland Park Owner, LLC's Petition for Declaratory Order and associated exhibits in the above-captioned proceeding. Please date-stamp the extra copy provided and return it to our messenger. Because of the file size we are including a flash drive that contains this document, rather than providing it by e-mail.

Because the attached Petition affects property rights asserted by Conrail, I am providing a copy of the attached Petition by e-mail and overnight delivery to Jonathan Broder, Esq. at Conrail.

Enclosed is a check in the amount of \$1,400.00 for the filing fee.

Please do not hesitate to contact me if you have any questions.

Sincerely,


Charles A. Spitulnik

FILED
May 29, 2019
SURFACE
TRANSPORTATION BOARD



Enclosures

cc: Jonathan Broder, Esq.

FEE RECEIVED
May 29, 2019
SURFACE
TRANSPORTATION BOARD

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 36308

HOLLAND PARK OWNER, LLC - -

PETITION FOR A DECLARATORY ORDER

Communications with respect to this
document should be addressed to:

Charles A. Spitulnik
Tyler L. Burgess
KAPLAN KIRSCH & ROCKWELL LLP
1634 I Street NW, Suite 300
Washington, DC 20006
(202) 955-5600
Email: cspitulnik@kaplankirsch.com
Email: tburgess@kaplankirsch.com

Counsel for Holland Park Owner, LLC

Dated: May 29, 2019

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 36308

HOLLAND PARK OWNER, LLC - -

PETITION FOR A DECLARATORY ORDER

Pursuant to the authority vested in the Surface Transportation Board (the “Board”) under 49 U.S.C. § 1321 and 5 U.S.C. § 554(e), Holland Park Owner, LLC (“Holland Park”) files this Petition for Declaratory Order to confirm the regulatory status of a putative segment of track located in Jersey City, New Jersey, that may once have existed—but no longer does—on property owned by the Petitioner, Holland Park (the “Track”).

INTRODUCTION

Holland Park owns a parcel of property in Jersey City situated in the center of a part of Jersey City (the “Property”) that for many years was covered with a spider web of connecting rail lines owned historically by a complex network of railroad companies. When Conrail arrived on the scene in the mid- 1970’s it received, in addition to ownership of many of the rail lines that comprised that spider web, an easement for railroad purposes, which burdened the Property now owned by Holland Park. The easement, however, has since been abandoned by Conrail.

First, to the best of Holland Park’s knowledge, Conrail never exercised the rights conferred by the easement or engaged in rail service on the Property. Second, even if Conrail had a rail line on the Property at some point, there is no spur on and no active track leading to the Property now, and there has been none since at least 2012 when Holland Park acquired the parcel. It is unclear whether Conrail or its predecessors ever moved trains on rail tracks across

the Property, but it appears that any track would have been an industrial spur, designed to serve the prior occupants of the Property. Despite the fact that there has been no track on the Property for some time, Conrail nonetheless, has communicated to Holland Park its view that its easement continues to burden the Property and that in order to provide a release of such easement rights it expects to receive a portion of the benefits of Holland Park's development of the Property.

Holland Park now faces the conundrum created by the adoption of 49 U.S.C. § 10906. It cannot approach the Board and seek an adverse abandonment ruling because § 10906 deprives the Board of authority to order such an abandonment with respect to the spur track (or tracks) that might have once been available to serve shippers on this property. Yet the Board is not deprived of jurisdiction over spur tracks as long as they remain designated as part of the rail network serving interstate transportation that is subject to this Board's jurisdiction. The Board can review the facts and determine, either with respect to the putative spur track that served this property—if there ever was such a track—or, with respect to the right to provide service over tracks on this Property has been abandoned already by Conrail as a matter of fact.

The facts compel the conclusion that Conrail has abandoned its easement because: (a) there is no track on the Property over which Conrail can operate; (b) there is no line that is part of the interstate rail network to which Conrail could connect if it were to try to reach this Property to provide rail service to shippers; and (c) there are no shippers to serve along this putative spur line or on the Property in any event. Accordingly, Holland Park respectfully requests the Board to issue an order confirming that Conrail has abandoned any right or obligation to provide service over the Property and terminate its jurisdiction.

STATEMENT OF FACTS

The history of the ownership of the rail facilities that are the subject of this proceeding trace to the conveyances of property first to Conrail from the trustees of the bankrupt northeastern railroads, then to New Jersey Transit for its use in operation of its light rail facilities.

Below is a discussion of title issues for the following properties and rail lines: (1) the Property owned by Holland Park that was encumbered by Conrail's reservation of rights to keep and maintain railroad facilities on the Property; (2) the property adjacent to the northern boundary of the Property that may have been utilized by the railroad to access the Property (the "Hoboken Connecting Track"); and (3) Conrail's River Line, which may have served as the main line from which the Property may have been served via a spur track. See Exhibit 1 to Verified Statement of Steven H. Santoro, attached as **Exhibit A** (vicinity map with current and former rail lines); Erie-Lackawanna R.R. Co. Valuation Map V-1/1-2), attached as **Exhibit B**.

1. Holland Park Property

On March 31, 1976, Thomas F. Patton and Ralph S. Tyler, Jr., as Trustees of the Property of the Erie Lackawanna Railway Company, Debtor (the "Trustees"), conveyed to Conrail all right title and interest in certain rail lines and property located in Hudson County, New Jersey through deed numbered EL-CRC-RP-5, which was recorded in the New Jersey Secretary of State Office on August 24, 1979 ("Hudson County Deed"). The deed conveyed, among other things, the Morristown Line (A-10—Line Code 6801) and the Weehawken Branch (A-5—Line Code 6160) (the "Hudson County Deed"), attached as **Exhibit C**. Within the Hudson County Deed, the Trustees reserved their title in the property described at Page B-11-C known as the Lifschultz Parcel, which comprises the Property (the Lifshultz Parcel will hereinafter be referred to as the "Property"). Within the Hudson County Deed, all properties reserved to the Trustees, including the Property, were conveyed subject to the following reservation:

B. 1. The easements and rights to use, operate, maintain, repair, renew, replace and remove on, under, over and across the real property hereinafter reserved and excepted (“[Trustees’] Burdened Property”), any and all poles, pipes, appliances, equipment, structures, facilities and appurtenances (each an “Easement Item”) existing on and used or useful as of the date of delivery of this Deed as a part of any railroad communication, signal or interlocker system or as a part of any electric, telephone, telegraph, water, gas, steam, sanitary sewer, storm sewer or other utility system, together with the easement of reasonable access over the [Trustees’] Burdened Property to permit the exercise of the foregoing easements and rights, and the easement for lateral support of the real property conveyed by this Deed.

Exhibit C at 2.

On September 15, 1978, Conrail conveyed to New Jersey Transit certain rail properties, (“Conrail Easement”), attached as **Exhibit D**, including the “same property conveyed to [Conrail] on April 1, 1976,” by the Hudson County Deed, and reserved for itself “[a]n easement for the right and license to enter upon and utilize the existing tracks and related operating facilities on the real property conveyed to [New Jersey Transit] for the purpose of performing [Conrail’s] freight services.” *Id.* at 4.

On June 8, 1979, the Trustees conveyed a portion of the property reserved in the Hudson County Deed to Lifschultz Fast Freight, Inc., by Quitclaim Deed recorded in the Hudson County Clerk’s Office on August 17, 1979, at Book 3283, Page 199 (the “Lifschultz Deed”). The Lifschultz Deed conveyed all of the Trustees’ right, title and interest in the Property. **Exhibit E**. The Lifschultz Deed contained the following reservation by the Trustees:

To have and to hold unto [Lifschultz], its successors and assigns, forever, subject to the following:

Easements and rights to use, operate, maintain, repair, renew, replace, and remove on, under, over, and across the above described property any and all lines, poles, pipes, appliances, equipment, structures, facilities and appurtenances existing on and used or useful as part of any railroad communication, signal or interlocker system or as a part of any electric, telephone, telegraph, water, gas, steam, sanitary sewer, storm sewer or other utility system as of the date of delivery of that certain Deed dated March 31; 1976, captioned EL-CRC-RP-5, and made by Thomas F. Patton and Ralph S. Tyler, Jr., Trustees of the Property of Erie Lackawanna

Railway Company, Debtor, to Consolidated Rail Corporation, granting the same to Consolidated Rail Corporation, together with the easement of reasonable access over the above described property to permit the exercise of the foregoing easements and rights, and the easement for lateral support of property conveyed by said Deed.

Exhibit E at 3.

2. The Hoboken Connecting Track.

On December 31, 1982, Conrail conveyed to New Jersey Transit Corporation, by Quitclaim Deed recorded in the Hudson County Clerk's office at Deed Book 3397, Page 515, all of Conrail's right, title and interest in the real property known as the Hoboken Connecting Track ("Hoboken Track"), attached as **Exhibit F**. This property is located adjacent to, and north of, the Property, and upon information and belief, was part of the property included in the Hudson County Deed described in Section I above. The conveyance was subject to the following reservation language:

RESERVING AND EXCEPTING, HOWEVER, TO THE GRANTOR, ITS SUCCESSORS AND ASSIGNS:

A perpetual, irrevocable, exclusive easement for Freight Service (including trackage rights) which does not unreasonably interfere with commuter operations, provided, however, that (1) such easement shall be assignable for such purposes only to: (a) Grantor's Successors in interest or (b) Grantor's assignees, independent contractors or agents which operate much Freight Service or any part thereof; (2) the use of such easement shall be in accordance with and subject to the terms and conditions set forth in a certain trackage rights agreement entered into or to be entered into by and between Grantor and Grantee pursuant to Section 9.01 of the Transfer Agreement; and (3) such easement shall automatically terminate upon the Abandonment of Freight Service.

Exhibit F at 3-4.

Holland Park believes that the rail line segments that were adjacent to the northern boundary of the Property were included in the conveyance to Conrail, and then to New Jersey Transit. Exhibits B, C. Any such tracks, if they existed, would have connected to the Hoboken Connecting Track, which is located adjacent to the northern boundary of the Property. While there may at one time have been tracks on the property, those tracks (as discussed below) were spur

tracks. And in any event, they do not exist now and have not for some time. New Jersey Transit has constructed an elevated light rail line within the boundaries of the Hoboken Connecting Track property. See **Exhibit A**, ¶ 9. Holland Park has no evidence to suggest that Conrail has operated freight service on the Hoboken Track since before at least 1982.

Moreover, the current Hudson Bergen Light Rail Line operated by New Jersey Transit is situated on an elevated track located along the northern boundary of the Property and returns to grade level west of the Property as it connects to the former Conrail River Line. See **Exhibit G** (Hudson Bergen River Line Deed). Currently, there is no connection to the interstate rail network that Conrail could use to reach the Property, even if a track that may have formerly existed on that parcel were still present. See **Exhibit A**, ¶¶ 11(b)-(c). And as a result of the abandonment of Conrail's former River Line, described below, there is no path for a rail line to reach the Property, now owned by Holland Park, or to provide rail service to or on the Property.

Holland Park acquired the Property on June 12, 2012, through a deed recorded in the Hudson County Clerk's Office at Book 8859, Page 288 ("Holland Park Deed"), attached as **Exhibit G**. While Holland Park is a successor to the entity whose property was initially burdened by the easement, Holland Park believes (as discussed further below) that the easement has been extinguished by virtue of the termination of the use for which it was created.

3. Abandonment of the Lines Used to Reach the Property

On October 24, 1995, Conrail conveyed to New Jersey Transit all of its right, title, and interest in a line of railroad known as the River Line (Line Code 1412) located in Hudson County, New Jersey, attached as **Exhibit H**. Conrail received authority to abandon freight service on the River Line in 2002. *Consolidated Rail Corp.—Abandonment of the River Line—Hudson Co., NJ*, AB-167 (Sub-No. 1067N), (Service Date Jan. 17, 2002). See Application of Consolidated Rail Corporation Pursuant to 45 U.S.C. § 748 for Abandonment of a Line of Railroad Known as the

Weehawken Branch, In Hudson County, New Jersey, attached as **Exhibit I**; STB Decision, *CSX Transp.—Discontinuance Exemption—In Hudson Co., NJ*, AB-55 (Sub-No. 584X), (Service Date Nov. 28, 2000), attached as **Exhibit J**; STB Decision, *Consolidated Rail Corp.—Abandonment of the Weehawken Branch—In Hudson Co., NJ*, AB-167 (Sub-No. 766N), (Service Date March 12, 2001), attached as **Exhibit K**; STB Decision, *Consolidated Rail Corp.—Abandonment of the River Line—In Hudson Co., NJ*, AB-167 (Sub-No. 1067N), (Service Date Jan. 17, 2002), attached as **Exhibit L**.

Hudson Partners believes that the property that Conrail would have to cross in order to reach the Property was included in the River Line Branch abandonment authorized by the STB. See **Exhibit A**, ¶¶ 11(b)-(c). The Consummation Notice for the River Line abandonment is attached as **Exhibit M**. As a result of this abandonment, there is no line of railroad to which a spur track extending to the Property could connect. There is no rail spur there, and there is no track on the Property that could be used to provide rail service to or across that parcel to reach any other adjacent property owner.

STATUTORY BACKGROUND

Under the Interstate Commerce Commission Termination Act of 1995 (“ICCTA”), 49 U.S.C. §§ 10101 *et seq.*, the Surface Transportation Board (the “Board”) has “exclusive jurisdiction over the abandonment of tracks, including wholly intrastate spur and side tracks.” *Cedarapids, Inc. v. Chi., Cent. & Pac. R.R. Co.*, 265 F. Supp. 2d 1005, 1013 (N.D. Iowa 2003). However, the “Board does not have authority . . . over [the] construction, acquisition, operation, abandonment, or discontinuance of spur, industrial, team, switching, or side tracks,”¹ 49 U.S.C.

¹ There is no statutory definition for the listed categories of excepted tracks and the legislative history does not “reveal a clear Congressional intent regarding the meaning of the[] terms.” *Oakland Global Rail Enter.—Pet. for Declaratory Order*, FD 36168, slip op. at 8 (STB Served

§ 10906, often referred to as “excepted” tracks because they are “statutorily excepted from the entry and exit licensing requirements of 49 U.S.C. §§ 10901-10905, as well as the sales and acquisition licensing requirements of 49 U.S.C. §§ 11321 *et seq.*” *Pinelawn Cemetery—Pet. for Declaratory Order*, FD 35468, slip op. at 6 (STB served Apr. 21, 2015).

Despite the Board’s lack of authority over certain transactions relating to excepted track—i.e. excepted track “can be added or removed from the system without a license from the Board,” *id.*—the Board maintains its jurisdiction over the lines as part of the national rail system. See *United Transp. Union-Ill. Legislative Bd. v. Surface Transp. Bd.*, 183 F.3d 606, 612 (7th Cir. 1999) (“§ 10906 exception states that the Board ‘does not have authority’ over ‘construction, acquisition, operation, abandonment, or discontinuance of spur . . . track,’ but this does not mean that the Board lacks jurisdiction over such transactions.”); *Cedarapids, Inc.*, 265 F. Supp. 2d at 1013 (same).

In order to determine whether a rail line is excepted under § 10906, the Board evaluates the facts on a case-by-case basis and “analyzes the track’s intended use, physical characteristics, and relationship to the rail system.” *Oakland Global Rail Enter.—Petition for Declaratory Order*, FD 36168, slip op. at 8 (STB Served Mar. 15, 2019) (citing *Tri-City R.R.—Pet. for Declaratory Order*, FD 36037, slip op. at 4 (STB served June 1, 2017)); cf. *Allied Industrial Development Corp.—Pet. for Declaratory Order*, FD 35477, slip. op. at 6 n.14 (STB Served Sept. 17, 2015) (“Section 10906 ancillary tracks are not necessarily abandoned when a carrier’s property right is extinguished.” (citing *Pinelawn Cemetery*, slip op. at 11)).

With respect to the “intended use” factor, the Board considers: (1) “whether the track will be used for certain ancillary operations (e.g., switching, loading, and unloading)”; (2) “whether it

Mar. 15, 2019) (citing *Bhd. of Locomotive Eng’rs v. United States*, 101 F.3d 718, 726 (D.C. Cir. 1996); *N.Y.C. Econ. Dev. Corp.—Pet. for Declaratory Order*, FD 34429, slip op. at 5 (STB served July 15, 2004)).

serves more than one shipper”; (3) “whether the shipper is located at the end of the track”; (4) “whether there are stations on the track”; (5) “whether there is regularly scheduled service”; (6) “who owns and maintains the track”; and (7) “the volume of traffic moving over the track.” *Oakland Global Rail Enter.*, slip op. at 8. The Board considers the “physical characteristics” including: (1) the “length of the track”; (2) “whether it is stub-ended”; and (3) “whether the track was constructed with light-weight rail.” *Id.* The final factor the Board evaluates is the “relationship to the rail system,” including “whether the track was built to penetrate new markets or territory.” *Id.* The Board does not require evidence addressing every factor listed above, but balances the evidence presented and makes its determination based on “the overall legal status of the track.” *Id.*; see also *Union Pac. Corp.—Control & Merger—S. Pac. Rail Corp.*, FD 32760, slip op. at 15 (STB served Jan. 31, 2018) (same).

To evaluate whether an abandonment of a § 10906 track has occurred, the “key consideration” for the Board is “whether or not the carrier has continued to exhibit a fixed and continuing intent to hold out to provide common carrier rail service to the public.” *Oakland Global Rail Enter.—Petition for Declaratory Order*, FD 36168, slip op. at 10 (STB Served Mar. 15, 2019). As with the inquiry as to whether a rail segment qualifies as excepted track under § 10906, the Board considers the totality of the circumstances and not “a single act, or failure to act” in determining whether a rail carrier intended to *abandon* its excepted track. *Id.* at 11. In order for the Board to “remove its jurisdiction” over excepted track, the rail carrier “would need to demonstrate that the [track] is no longer needed for the interstate rail system.” *Id.*

ARGUMENT

I. The Track over which Conrail Would Operate in Exercising its Putative Operating Rights Pursuant to the Easement Is or Would Be Excepted Track Under 49 U.S.C. § 10906.

Because there is currently no track located on the Property (also referred to above as “the Lifschultz Parcel”) and no evidence that any future track could connect to the rail system, each of the three factors the Board evaluates to determine whether track is excepted under § 10906 demonstrates that the track is excepted, or would be if it existed.

With respect to the first factor, the intended use, there are no operations, no traffic moving over the track, and no shippers, service, or stations on the line. As to the second factor, the physical characteristics, the Property is approximately 500 feet in length and any track on the property could not be longer than that. **Exhibit A**, ¶ 11(a). And in light of absence of connections to the rail system to the east of the property, any track that would have been located on the property would have to have been stub-ended.

Finally, the third factor considers the relationship to the rail system. To the extent that any track on the Property could connect to the national rail system, the logical connection would have been to Conrail’s River Line located to the west of the Property. However, the Conrail filed a Notice of Consummation of abandonment of the River Line with the Board in 2002. *See* Notice of Consummation, *Consolidated Rail Corp.—Abandonment of the River Line—Hudson Cty., NJ*, AB 167 (Sub. No. 1067N) (May 2, 2002).

An analysis of the three factors the Board considers, to determine the status of track reveals, that if there ever was track over the Property it was excepted under § 10906.

II. The Board Can Confirm that it No Longer Has Jurisdiction over the Putative Line Because it has Been Abandoned by Conrail.

As discussed above, there is neither track located on the Property, nor is there any location at which any track on the Property could connect to the national rail system. Any track on the Property would have had to connect to the west to the former River Line, which Conrail abandoned in 2002. See Notice of Consummation, *Consolidated Rail Corp.—Abandonment of the River Line—In Hudson Cty., NJ*, AB 167 (Sub. No. 1067N) (May 2, 2002). Moreover, the nearest track to the northwest of the site, the Hudson Bergen Light Rail line is owned and operated solely by New Jersey Transit and does not fall under the Board’s jurisdiction.

Because any track that would be located on the Property would be excepted under § 10906 and has no potential access to the national rail system, the Board should conclude that Conrail has abandoned the putative track and remove its jurisdiction over that track that might once have served the Property or at least had the right granted in the easement to do so.

CONCLUSION

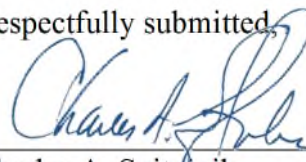
Conrail cannot overcome the fact that there is no rail line on the property over which it claims an easement. And even if there was any track remaining on that parcel—which there is not—there is no way to connect that track to the interstate rail network in a way that would allow it to exercise the rights Conrail acquired through its easement.

Although the Board does not have jurisdiction to settle the state law property rights question as to whether the easement is valid, the Board, can determine that it lacks jurisdiction over any track that may have formerly crossed the Property because it has been abandoned. To be clear, Holland Park is not asking this Board to make any statement about the continuing validity or viability of the easement itself. That is a matter that Holland Park will refer to the appropriate state court. Holland Park is asking only for a declaration that as a matter of fact Conrail’s actions

and all of the facts and circumstances surrounding the various properties near or adjacent to the Property confirm that Conrail has abandoned the freight easement. The lack of any current or potential connection to the interstate rail network and the fact that Conrail has not held itself out as offering service to the Property at any time since the abandonment of the River Line in 2002, further support the Board confirming that it no longer has jurisdiction over the Conrail easement on the Property.

Therefore, Holland Park respectfully requests the Board to issue an order confirming that Conrail has abandoned the right and obligation to conduct common carrier service over the property burdened by the easement described in the Hudson County Deed and accordingly, terminate its jurisdiction.

Respectfully submitted,



Charles A. Spitulnik
Tyler L. Burgess
KAPLAN KIRSCH & ROCKWELL LLP
1634 I Street NW, Suite 300
Washington, DC 20006
(202) 955-5600
Email: cspitulnik@kaplankirsch.com
Email: tburgess@kaplankirsch.com

Counsel for Holland Park

Dated: May 29, 2019

EXHIBIT A

BEFORE THE
SURFACE TRANSPORTATION BOARD

FINANCE DOCKET NO. 36308

HOLLAND PARK OWNER, LLC

VERIFIED STATEMENT OF STEVEN H. SANTORO

I, Steven H. Santoro, hereby verify the following:

1. I am employed by Dewberry as the Vice President and Director of Rail and Transit. I have been employed in this position for approximately one year. Prior to my employment at Dewberry, I was employed by New Jersey Transit for eighteen years in various positions with increasing levels of responsibility and most recently as the Executive Director, a position I held from October 2016 through March 2018. In the various jobs I held at New Jersey Transit, I had to be conversant with the agency's property interests and the tracks over which it had the right to operate, as well as for development of Hudson Bergen Light Rail line. In addition, my work at New Jersey Transit gave me frequent opportunities to review rail maps and track charts and valuation maps, which provides me with the ability to review the valuation maps, agreements, and STB decisions relating to the history of the properties that are at issue here.

2. The purpose of this statement is to describe my evaluation of the property owned by Holland Park Owner, LLC ("Holland Park") located at 667 Grove Street in Jersey City, New Jersey (the "Property") and specifically to address the question whether there were tracks that served the Property and, if so, whether those tracks remain and whether it would be possible for a railroad to reach them to provide direct rail service to the Property.

3. For this assignment, I reviewed the following documents:
- a. Erie-Lackawanna Railroad Co., Valuation Map V1-1, dated Mar. 23, 1938 (rev. Mar. 26, 1976), *see* Petition, Ex. B;
 - b. Erie-Lackawanna Railroad Co., Valuation Map V1-2, dated Sept. 18, 1938 (rev. Apr. 19, 1972), *see id.*;
 - c. Deed No. EL-CRC-RP-5 dated March 31, 1976, and recorded in the New Jersey Secretary of State's Office on August 24, 1979, from Thomas F. Patton and Ralph S. Tyler, Jr., as Trustees of the Erie Lackawanna Railway Company (the "Trustees") to Conrail ("Hudson County Deed"), *see* Petition, Ex. C;
 - d. Deed dated September 15, 1978, and recorded in the Hudson County Clerk's Office at Book 3321, Page 1016 on May 4, 1981, from Conrail to the State of New Jersey ("Conrail Easement"), *see* Verified Pet. For a Decl. Order ("Petition"), Ex. D;
 - e. Quitclaim Deed dated June 8, 1979, and recorded in the Hudson County Clerk's Office on August 17, 1979, at Book 3283, Page 199 from the Trustees to Lifschultz Fast Freight, Inc., (the "Lifschultz Deed"), *see* Petition, Ex. E;
 - f. Quitclaim Deed dated December 31, 1982, and recorded in the Hudson County Clerk's office at Deed Book 3397, Page 515 from Conrail to New Jersey Transit Corporation ("Hoboken Track Deed"), *see* Petition, Ex. F;
 - g. Deed dated June 12, 2012, and recorded in the Hudson County Clerk's Office at Book 8859, Page 288, from Holland Park, LLC to Holland Park Owner, LLC ("Holland Park Deed"), *see* Petition, Ex. G;
 - h. Deed dated Oct. 24, 1995 from Conrail to New Jersey Transit Corporation ("Hudson Bergen River Line Deed"), *see* Petition, Ex. H;

- i. Abandonment Application, *Consolidated Rail Corp.—Abandonment of the Weehawken Branch—In Hudson Co., NJ*, AB-167 (Sub-No. 766N), (Service Date Nov. 13, 2000), *see* Petition, Ex. I;
- j. STB Decision, *CSX Transp.—Discontinuance Exemption—In Hudson Co., NJ*, AB-55 (Sub-No. 584X), (Service Date Nov. 28, 2000), *see* Petition, Ex. J;
- k. STB Decision, *Consolidated Rail Corp.—Abandonment of the Weehawken Branch—In Hudson Co., NJ*, AB-167 (Sub-No. 766N), (Service Date March 12, 2001), *see* Petition, Ex. K;
- l. STB Decision, *Consolidated Rail Corp.—Abandonment of the River Line—In Hudson Co., NJ*, AB-167 (Sub-No. 1067N), (Service Date Jan. 17, 2002), *see* Petition, Ex. L;
- m. Notice of Consummation, *Consolidated Rail Corp.—Abandonment of the Weehawken Branch—In Hudson Cty., NJ*, AB 167 (Sub. No. 766N), and *Consolidated Rail Corp.—Abandonment of the River Line—In Hudson Cty., NJ*, AB 167 (Sub. No. 1067N) (May 2, 2002), *see* Petition, Ex. M;
- n. GTS Consultants, Boundary and Topographic Survey of Lot 7, Block 6002 of City of Jersey City, dated June 12, 2012, prepared for Holland Park (“GTS Survey”), attached hereto as **Exhibit 1**; and
- o. Various other current and historic maps, aerial photos, and surveys.

4. Based on my review of the materials listed in paragraph 3 and at my direction, staff at Dewberry prepared a map depicting (1) the Property; (2) the former spur tracks on the Property; (3) former spur tracks off the Property; (4) the Hudson Bergen Light Rail line; and (5) the former Conrail River Line. The map, attached hereto as **Exhibit 2**, is an accurate depiction

of the relevant current and former rail lines in the vicinity of the Property to the best of my knowledge.

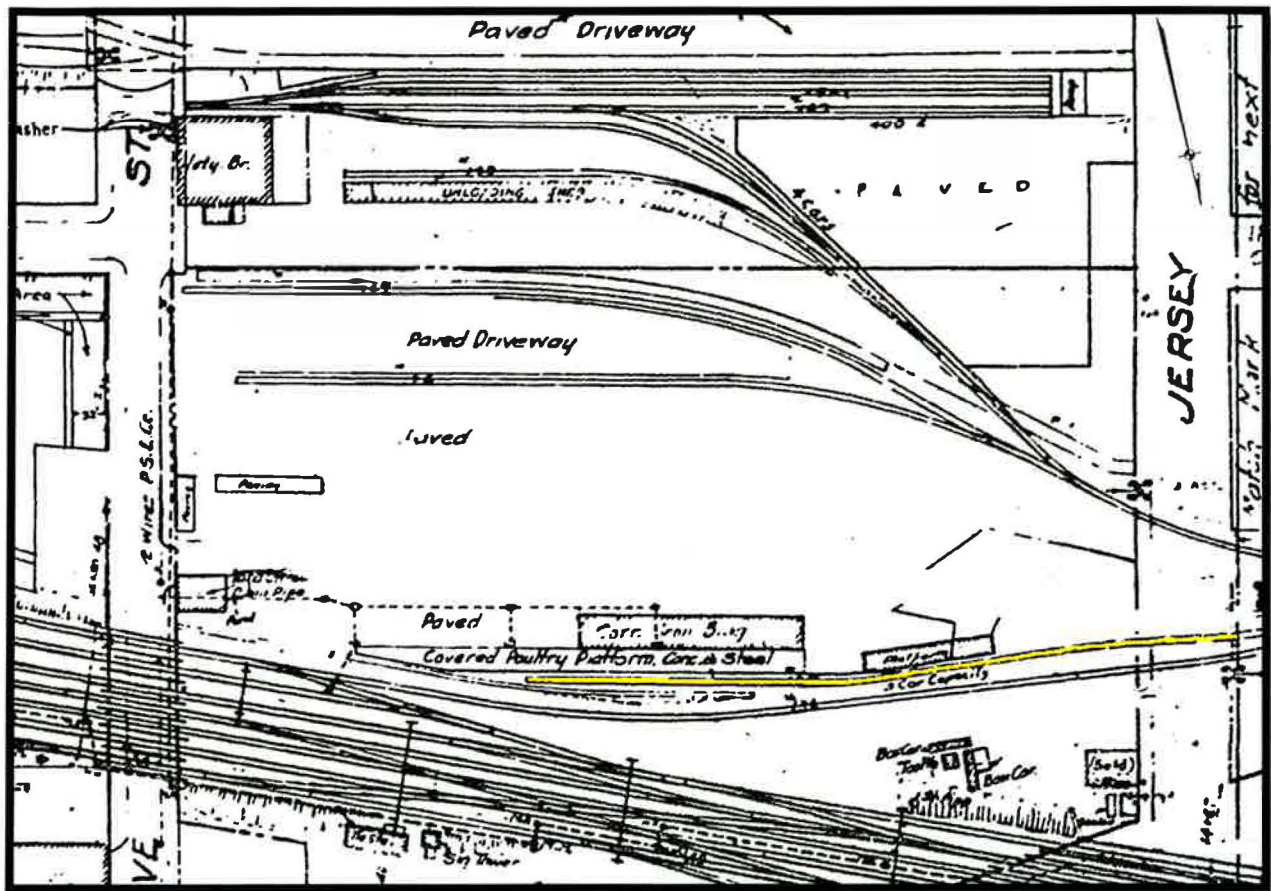
5. The Property is located between Jersey Avenue to the west and Grove Street to the east, south of the Hudson Bergen Light Rail Line, and north of 18th Street. In Exhibit 2 and the aerial photo below, the Property boundary is depicted with a solid red line. As shown in the aerial photo and the GTS Survey, currently, there are no rail lines that serve the Property. *See* Exs. 1, 2.



Source: Google Maps, accessed May 10, 2019.

6. In Exhibit 2, the “Former Spur Tracks on Holland Park Property” are depicted with a green and black line running along the northernmost portion of the property based on information obtained from the 1938 valuation map prepared by the Delaware and Lackawanna Western Railroad Co. *See* Petition, Ex. B at 1. The valuation map depicts a spur track along the northern boundary of the Property apparently serving a “covered poultry platform, conc[rete and]

steel.” *Id.* (excerpted and highlighted below). As noted above, to the extent that the spur track depicted on the valuation map was present historically, it no longer exists on the Property.



Source: Erie-Lackawanna Railroad Co., Valuation Map V1-1, dated Mar. 23, 1938.

7. In Exhibit 2, the “Former Spur Tracks off Holland Park Property” are depicted with a yellow and black line based on information obtained from the 1938 valuation map prepared by the Delaware and Lackawanna Western Railroad Co. *See* Petition, Ex. B at 1-2.

8. In Exhibit 2, the “Former River Line” depicted with a solid blue line represents an estimation of the location of the River Line, which was abandoned by Conrail in 2002. *See* Petition, Exs. I-L. The River Line was located to the west of the Property running in a southwest to northeast direction. As shown in the aerial photos below, the tracks, ties, and rail lines have

been removed from the portion of the former River Line corridor located to the south of Cole Street as well as the segment north of Cole Street to at least the Hudson Bergen Light Rail line.



Source: Google Maps, accessed May 10, 2019.



Source: Google Maps, accessed May 10, 2019.

9. In Exhibit 2, the “Hoboken Connecting Track”—defined for the purposes of this Petition as the track between the River Line and the Morris and Essex Line—depicted with a yellow dashed line represents the Hoboken Connecting Track owned in part by New Jersey Transit. *See also* Petition, Ex. D.

10. In Exhibit 2, the “Current HBLR” depicted with a red rail line represents the Hudson Bergen Light Rail line owned and operated by New Jersey Transit on an elevated right of way located partially on the Hoboken Connecting Track. *See also* Petition, Exs. D, H.

11. Based on my review of the materials listed in paragraph 3, my conclusions are as follows:

- a. The Property is approximately 500 feet in length and any track on the property could not be longer than that.
- b. To the extent that any track on the Property could connect to the national rail system, the logical connection would have been to Conrail’s River Line located to the west of the Property. To the best of my knowledge the River Line was abandoned in 2002. *See* Petition, Exs. I-L.
- c. In the portion of the River Line corridor that is located to the west of the Property, to the best of my knowledge there is currently no rail line that the Property could connect to in order to run freight rail service.
- d. To the extent that the Property could have historically connected to the Hoboken Connecting Track, such a connection would no longer be available because the line is currently operated as the Hudson Bergen light rail line by New Jersey Transit and that line is elevated today with no tracks on the ground underneath the elevated structure.

e. To the best of my knowledge, because no track exists, there are no shippers on the Property seeking freight rail service and there are no operations, traffic moving over the track, shippers, service, or stations on the former spur line serving the Property.

12. I have carefully examined all of the statements herein as well as the attached exhibit and all of the representations set forth in this verified statement are true and correct to the best of my knowledge, information, and belief.

Executed this 28th day of May 2019.

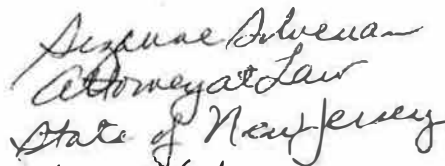


Steven H. Santoro
Vice President
Director of Rail and Transit
DEWBERRY
200 Broadacres Drive, Suite 410
Bloomfield, NJ 07003-3154
(973) 780-9333
ssantoro@dewberry.com

Subscribed and sworn to before me Suzanne Silverman in the State of New Jersey and
County of ~~Essex~~ Monmouth, this 28th day of May, 2019.

~~Notary Public~~

My commission expires: _____



Suzanne Silverman
Attorney at Law
State of New Jersey

WSA 46:14-611

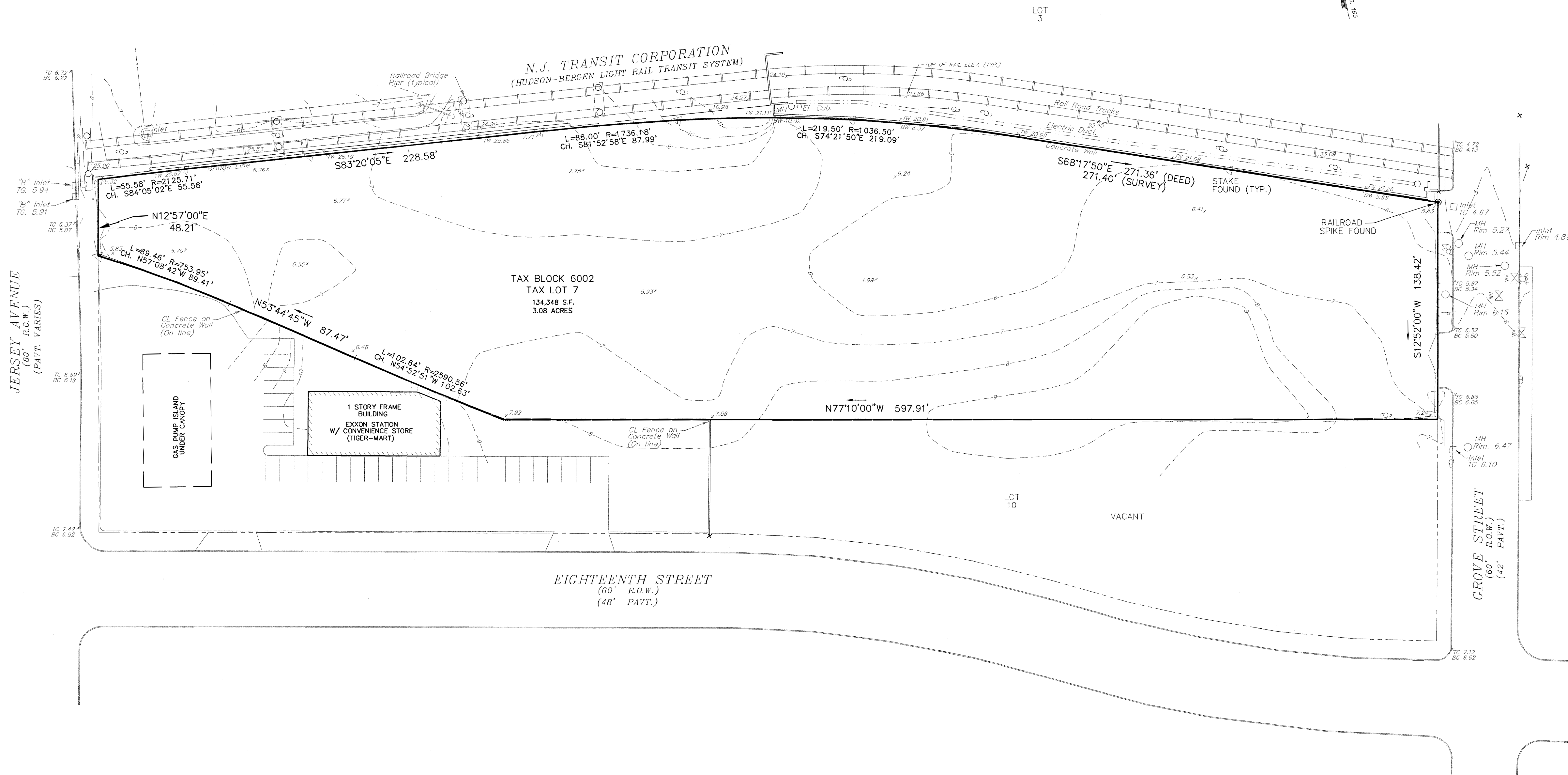
EXHIBIT A-1



AERIAL MAP

SCALE: 1"=300'

NJGIN 2007 HIGH RESOLUTION
NATURAL COLOR ORTHOPHOTOGRAPHY
TILE K6D10



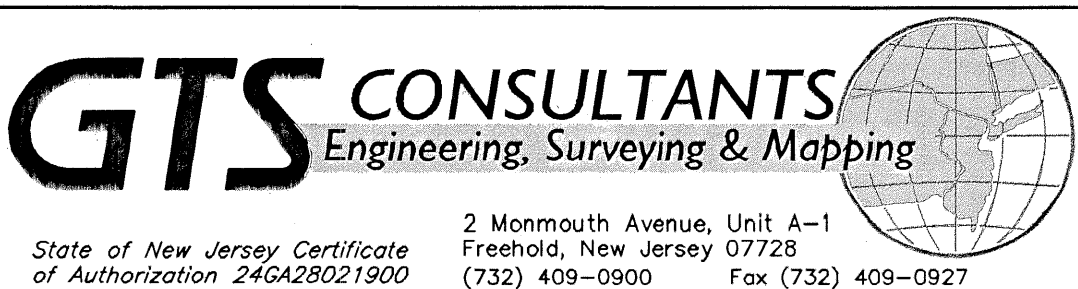
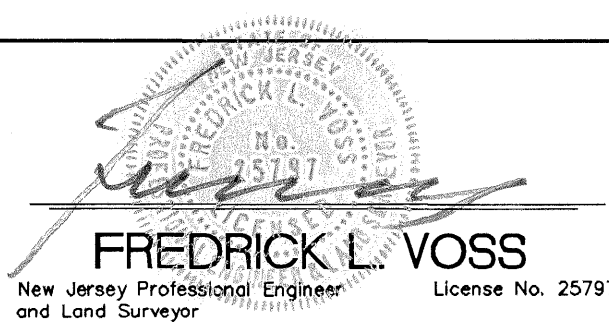
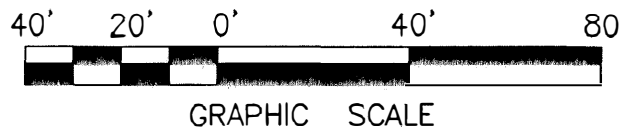
GENERAL NOTES:

- DEED REFERENCE: 19TH STREET, LLC TO MILLENNIUM TOWERS, LLC, DATED AUGUST 10, 1999, RECORDED MATCH 6, 2000 IN HUDSON COUNTY DEED BOOK 5581, PAGE 159.
- OWNER NAME CHANGE: MILLENNIUM TOWERS, LLC CHANGED ITS NAME TO HOLLAND PARK, LLC ON OCTOBER 26, 2009.
- REFERENCE SURVEY: TOPOGRAPHIC SURVEY OF PROPERTY, 677 GROVE STREET AND 850 JERSEY AVENUE, JERSEY CITY, NEW JERSEY, BY FLANNERY, WEBB & HANSEN, DATED OCT. 1, 1998.
- REFERENCE MAP: NEW JERSEY TRANSIT CORPORATION, HUDSON BERGEN LIGHT RAIL TRANSIT SYSTEM, PROPERTY PARCEL MAP, PARCELS E111C AND E111D, MILLENNIUM TOWERS, INC., BLOCK 294.5, LOT PL.A, DATED MARCH 5, 2002.
- BLOCK AND LOT NUMBERS ARE SHOWN IN ACCORDANCE WITH THE CITY OF JERSEY CITY TAX MAPS.
- ELEVATIONS SHOWN ARE BASED ON THE NATIONAL GEODETIC VERTICAL DATUM OF 1929 (NGVD'29) ESTABLISHED BY GPS MEASUREMENT.
- PHYSICAL FEATURES SHOWN HEREON ARE BASED ON ACTUAL FIELD SURVEY MEASUREMENTS IN JUNE 2004, ADDITIONAL OBSERVATIONS JUNE 2012.
- NO FRESHWATER WETLANDS WERE OBSERVED ON THE SUBJECT PROPERTY.
- THE PROPERTY BOUNDARY HEREON IS SHOWN IN ACCORDANCE WITH THE DEED REFERENCED ABOVE (NOTE 1).
- THIS MAP IS PROVIDED WITH THE BENEFIT OF A TITLE INSURANCE COMMITMENT BY CHICAGO TITLE INSURANCE COMPANY (THROUGH MADISON TITLE AGENCY, LLC) DATED JUNE 6, 2012.
- EXCEPTION 4 IN SCHEDULE B "EXCEPTIONS" CANNOT BE PLOTTED.
- LOCATION OF UNDERGROUND UTILITIES AND STRUCTURES FALLS BEYOND THE SCOPE OF THIS SURVEY.
- A WRITTEN WAIVER AND DIRECTION NOT TO SET CORNER MARKERS HAS BEEN OBTAINED FROM THE ULTIMATE USER PURSUANT TO P.L. 2003, c.14 (N.J.S.A. 45:8-36.3) AND N.J.A.C. 13:40-5.1(d).

CERTIFIED TO:

HOLLAND PARK OWNER, LLC, A DELAWARE LIMITED LIABILITY COMPANY
M & T BANK, A NEW YORK BANKING CORPORATION, ITS SUCCESSORS AND ASSIGNS
MADISON TITLE AGENCY, LLC, AS AGENT FOR CHICAGO TITLE INSURANCE COMPANY

No.	Date	Revision	DRWN BY	CHKD BY

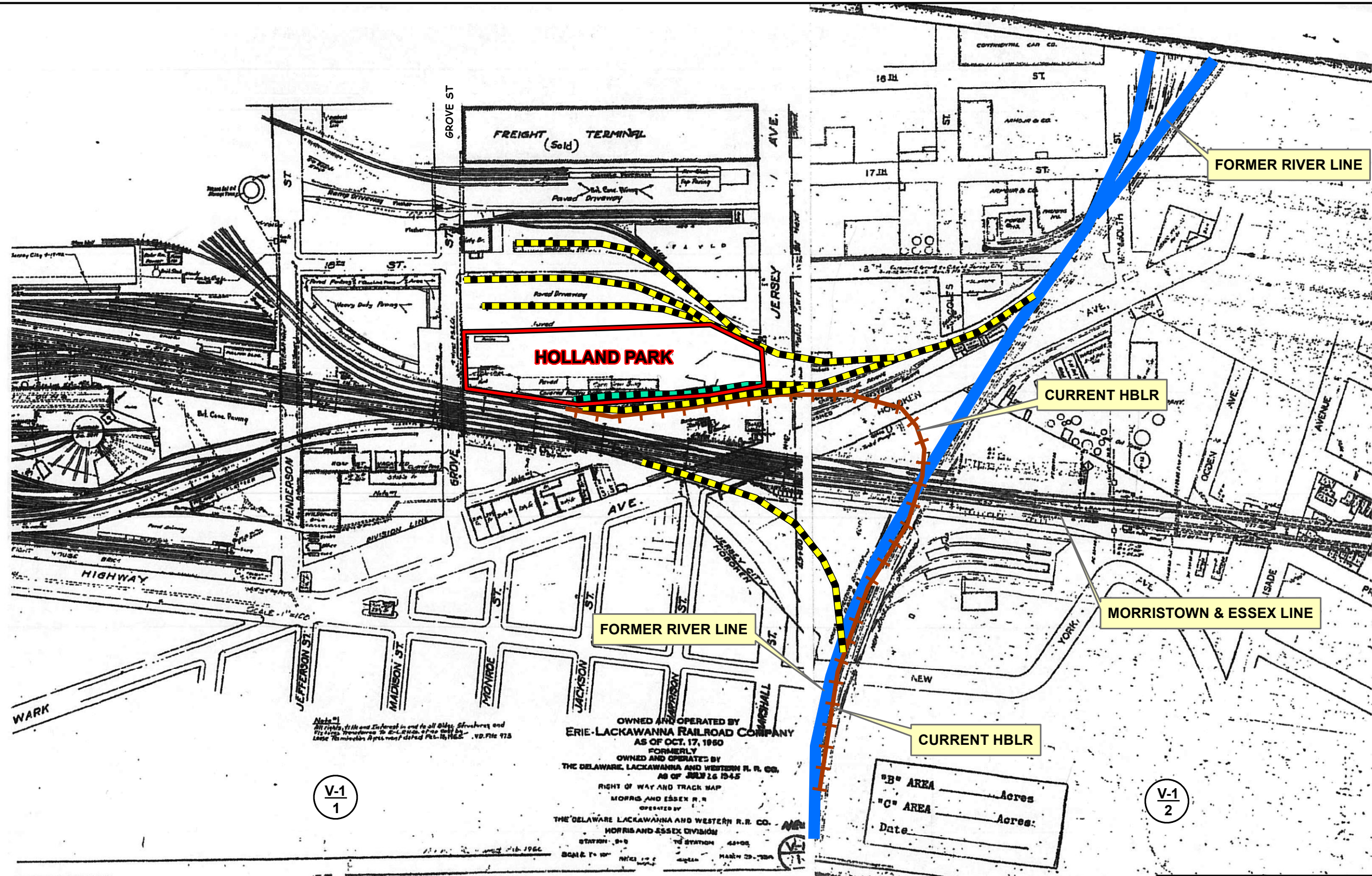


BOUNDARY AND TOPOGRAPHIC SURVEY
LOT 7 BLOCK 6002
CITY OF JERSEY CITY
HUDSON COUNTY NEW JERSEY

DATE: 6/12/2012	SCALE: 1"=40'
DRAWN: MB/SC	CHECKED: F.L.V.
FILE NAME: 12-158.dwg	PROJECT: 12-158
1 of 1	

EXHIBIT A-2

Path: G:\MR\HollandPark\Exhibit2_ErieLackawannaRCo_MorrisandEssexRR.mxd



LEGEND

-  Holland Park Property
-  Former Spur Tracks on Holland Park Property
-  Former Spur Tracks off Holland Park Property
-  Current HBLR
-  Former River Line

HOLLAND PARK OWNER, LLC

CURRENT AND FORMER RAILROADS

City of Hoboken & City of Jersey City, Hudson County, New Jersey

SCALE: 1" = Not To Scale

DATE: 5/23/19



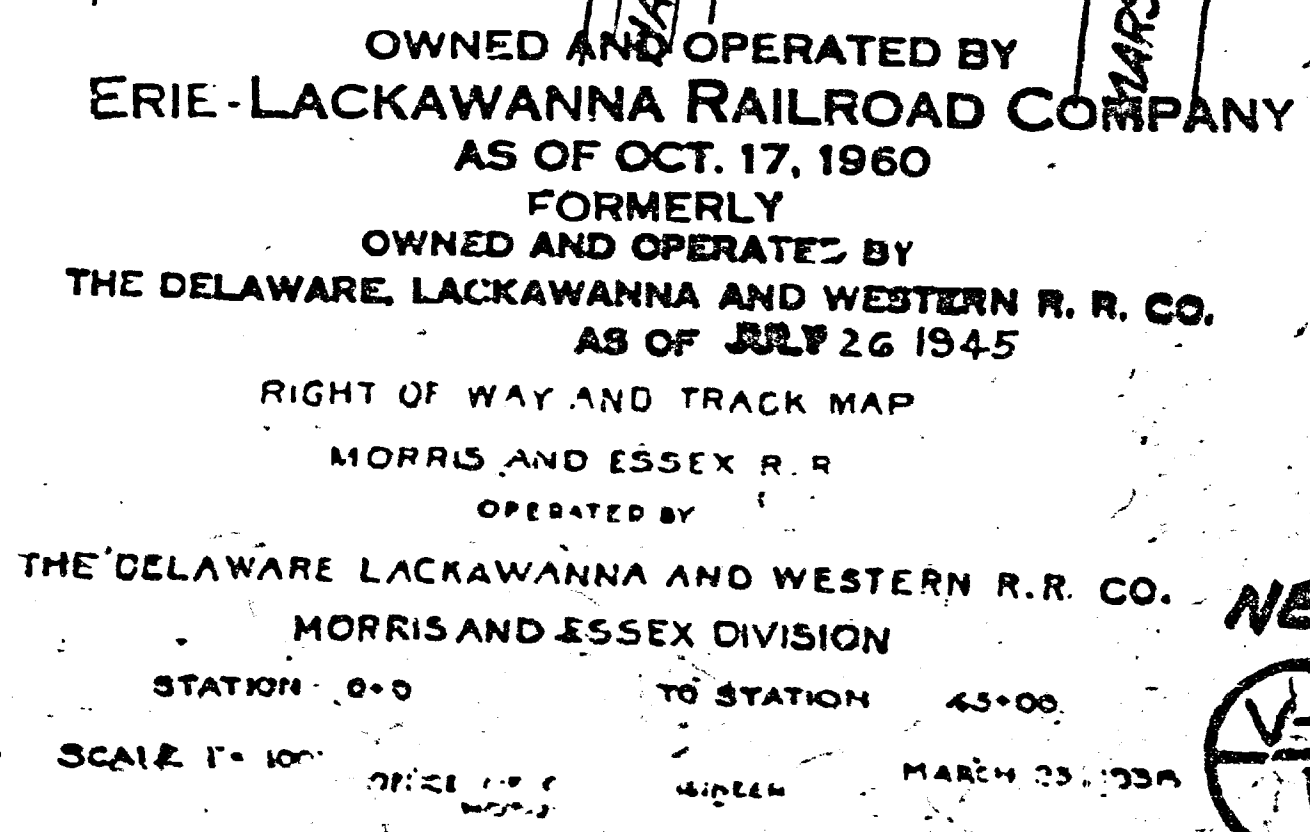
Dewberry

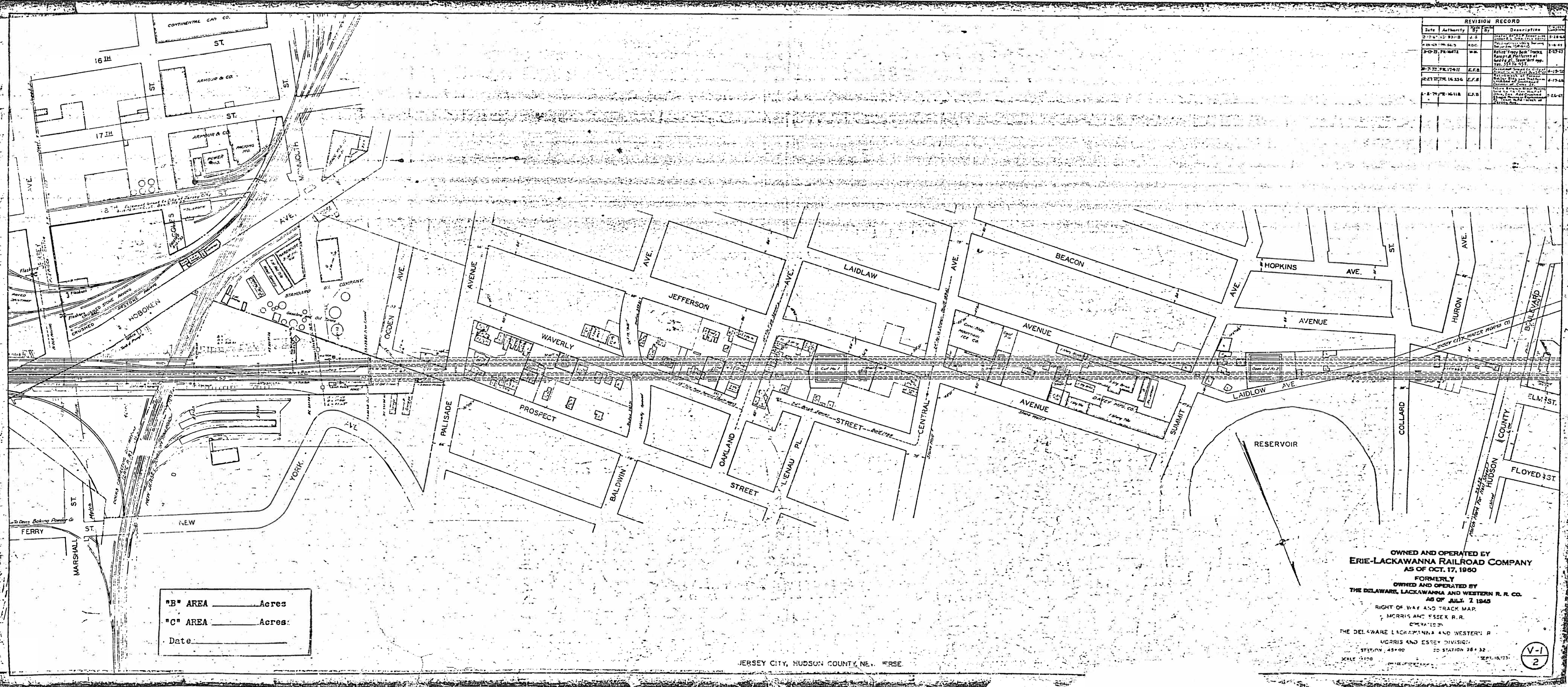
EXHIBIT 2

Source: Erie-Lackawanna Railroad Company. VAL Map References: $\frac{V-1}{1}$ Station 0+0 to Station 45+00. Dated March 23, 1938. Last Revised 3-26-76. $\frac{V-1}{2}$ Station 45+0 to Station 76+32. Dated Sept. 18, 193_ Last Revised 4-19-72.

EXHIBIT B

CITY OF JERSEY CITY HUDSON COUNTY, NEW JERSEY





REVISION RECORD				
Date	Authority	By	Description	Scale
2-17-41	12-93-B	J. S.	Initial Survey	5-18-41
4-25-41	100-56-7	R.C.	Revised Survey	5-18-41
3-10-42	100-56-7	M.H.	Revised Survey	5-18-41
8-27-42	100-56-7	M.H.	Revised Survey	5-18-41
8-27-42	100-56-7	M.H.	Revised Survey	5-18-41
8-27-42	100-56-7	M.H.	Revised Survey	5-18-41
8-27-42	100-56-7	M.H.	Revised Survey	5-18-41
8-27-42	100-56-7	M.H.	Revised Survey	5-18-41
8-27-42	100-56-7	M.H.	Revised Survey	5-18-41
8-27-42	100-56-7	M.H.	Revised Survey	5-18-41

"B" AREA _____ Acres
"C" AREA _____ Acres
Date _____

OWNED AND OPERATED BY
ERIE-LACKAWANNA RAILROAD COMPANY
AS OF OCT. 17, 1960
FORMERLY
OWNED AND OPERATED BY
THE DELAWARE, LACKAWANNA AND WESTERN R. R. CO.
AS OF JULY 2, 1945
RIGHT OF WAY AND TRACK MAP
MORRIS AND ESSEX R.R.
OPERATED BY
THE DELAWARE, LACKAWANNA AND WESTERN R. R.
MORRIS AND ESSEX DIVISION
STATION 43+00 TO STATION 28+32
SCALE 1"=100'
SEP. 10, 1951
V-1
2



EXHIBIT C

FILED

DEED

AUG 24 1979

THIS DEED IS MADE BY AND BETWEEN

DONALD LAN
Secretary of State

THOMAS F. PATTON AND RALPH S. TYLER, JR.,

AS TRUSTEES OF THE PROPERTY OF

ERIE LACKAWANNA RAILWAY COMPANY, DEBTOR

(collectively "Grantor"), whose address is Midland Building,
Cleveland, Ohio 44115

AND

CONSOLIDATED RAIL CORPORATION,

a corporation organized and existing under the laws of the
State of Delaware ("Grantee"), whose address is 1818 Market Street,
Philadelphia, Pennsylvania 19103.

WHEREAS, the Debtor is a railroad in reorganization under Section 77 of the Federal Bankruptcy Act, 11 U.S.C. Sec. 205, and is a railroad in reorganization as that term is defined in the Regional Rail Reorganization Act of 1973 (Public Law 93-236, 87 Stat. 985), as amended ("Act"); and

WHEREAS, by orders of the United States District Court for the Northern District of Ohio, Eastern Division, entered in Docket No. B72-2838 the above-named individuals were duly appointed and are now serving as Trustees of the property of the Debtor; and

WHEREAS, the United States Railway Association, pursuant to Section 209 (c) of the Act, has certified to the Special United States District Court established pursuant to Section 209 (b) of the Act ("Special Court"), that the rail properties of the Debtor hereinafter described (except those hereinafter reserved and excepted) are to be transferred by the Grantor to the Grantee; and

WHEREAS, pursuant to Section 303 (b) (1) of the Act, the Special Court has ordered the Grantor to convey to the Grantee all of the Grantor's right, title and interest in such rail properties, free and clear of any liens or encumbrances as provided in Section 303 (b) of the Act;

NOW, THEREFORE, pursuant to the Order of the Special Court, the Grantor hereby grants and conveys to the Grantee:

A. All of the Grantor's right, title and interest, legal and equitable, in and to the real property located in the
County of Hudson, State of New Jersey

as described in Exhibit A attached to this Deed as a part hereof, together with all of the appurtenances, hereditaments, franchises, ways, waters, minerals, rights, privileges, improvements, fixtures, licenses, leaseholds, reversionary, easements, rights under operating, trackage and joint facility agreements, rents, issues, profits and other interests and items belonging to or in any way appertaining to such real property, including but not limited to all real property items that would properly be recorded in Accounts 1 through 45 and 90 of the Property Accounts prescribed by the Interstate Commerce Commission for Railroad Companies in its Uniform System of Accounts, 49 C.F.R. Part 1201, to the extent that such interests and items belong or in any way appertain to such real property, except as those interests and items belong or appertain to the real property hereinafter reserved and excepted.

FILED

DEED

AUG 24 1979

THIS DEED IS MADE BY AND BETWEEN

DONALD LAN
Secretary of State

THOMAS F. PATTON AND RALPH S. TYLER, JR.,

AS TRUSTEES OF THE PROPERTY OF

ERIE LACKAWANNA RAILWAY COMPANY, DEBTOR

(collectively "Grantor"), whose address is Midland Building,
Cleveland, Ohio 44115

AND

CONSOLIDATED RAIL CORPORATION,

a corporation organized and existing under the laws of the
State of Delaware ("Grantee"), whose address is 1818 Market Street,
Philadelphia, Pennsylvania 19103.

WHEREAS, the Debtor is a railroad in reorganization under Section 77 of the Federal Bankruptcy Act, 11 U.S.C. Sec. 205, and is a railroad in reorganization as that term is defined in the Regional Rail Reorganization Act of 1973 (Public Law 93-236, 87 Stat. 985), as amended ("Act"); and

WHEREAS, by orders of the United States District Court for the Northern District of Ohio, Eastern Division, entered in Docket No. B72-2838 the above-named individuals were duly appointed and are now serving as Trustees of the property of the Debtor; and

WHEREAS, the United States Railway Association, pursuant to Section 209 (c) of the Act, has certified to the Special United States District Court established pursuant to Section 209 (b) of the Act ("Special Court"), that the rail properties of the Debtor hereinafter described (except those hereinafter reserved and excepted) are to be transferred by the Grantor to the Grantee; and

WHEREAS, pursuant to Section 303 (b) (1) of the Act, the Special Court has ordered the Grantor to convey to the Grantee all of the Grantor's right, title and interest in such rail properties, free and clear of any liens or encumbrances as provided in Section 303 (b) of the Act;

NOW, THEREFORE, pursuant to the Order of the Special Court, the Grantor hereby grants and conveys to the Grantee:

A. All of the Grantor's right, title and interest, legal and equitable, in and to the real property located in the
County of Hudson, State of New Jersey

as described in Exhibit A attached to this Deed as a part hereof, together with all of the appurtenances, hereditaments, franchises, ways, waters, minerals, rights, privileges, improvements, fixtures, licenses, leaseholds, reversions, easements, rights under operating, trackage and joint facility agreements, rents, issues, profits and other interests and items belonging to or in any way appertaining to such real property, including but not limited to all real property items that would properly be recorded in Accounts 1 through 45 and 90 of the Property Accounts prescribed by the Interstate Commerce Commission for Railroad Companies in its Uniform System of Accounts, 49 C.F.R. Part 1201, to the extent that such interests and items belong or in any way appertain to such real property, except as those interests and items belong or appertain to the real property hereinafter reserved and excepted.

B. 1. The easements and rights to use, operate, maintain, repair, renew, replace and remove on, under, over and across the real property hereinafter reserved and excepted ("Grantor's Burdened Property"), any and all lines, poles, pipes, appliances, equipment, structures, facilities and appurtenances (each an "Easement Item") existing on and used or useful as of the date of delivery of this Deed as a part of any railroad communication, signal or interlocker system or as a part of any electric, telephone, telegraph, water, gas, steam, sanitary sewer, storm sewer or other utility system, together with the easement of reasonable access over the Grantor's Burdened Property to permit the exercise of the foregoing easements and rights, and the easement for lateral support of the real property conveyed by this Deed.

2. The easements and rights for the specific uses, if any, (each an "Easement Item") particularly described in Exhibit B attached to this Deed as a part hereof and burdening certain real property hereinafter reserved and excepted.

3. The Grantee shall give the Grantor reasonable notice before entering on the Grantor's Burdened Property to exercise the easements and rights conveyed in this Paragraph B, and shall exercise such easements and rights (a) so as not to interfere unreasonably with the use and enjoyment of the Grantor's Burdened Property, (b) in compliance with generally applicable reasonable requirements established from time to time by the Grantor and (c) so as not to increase materially the burden on the Grantor's Burdened Property existing on the date of delivery of this Deed. The Grantee shall indemnify and save the Grantor harmless from any loss, damage or expense arising from the exercise of the foregoing easements and rights, without regard to negligence on the part of the Grantor or the Grantee. Upon request of and at the expense of the Grantor, the Grantee shall execute and deliver to the Grantor a deed or other instrument releasing the Grantee's rights in any part of the Grantor's Burdened Property that is not used or reasonably needed by the Grantee in the exercise of the easements and rights conveyed in this Paragraph B.

4. If the location of any Easement Item would interfere with any proposed use or sale of any part of the Grantor's Burdened Property, the Grantor may, at the Grantor's expense and after obtaining the Grantee's written consent, relocate the interfering Easement Item or cause the same to be relocated. Such consent will be granted unless (a) the Easement Item cannot be relocated as proposed by the Grantor without unreasonable interference to the Grantee's operations or without damage to the integrity of the system of which the Easement Item is a part or (b) the Grantee will not have reasonable access to the relocated Easement Item. If the Grantee has previously released its easements and rights in any real property as provided in Paragraph B. 3. and a relocated Easement Item falls, in whole or in part, within the area that has been so released, the Grantor and the Grantee shall exchange the following instruments promptly after the relocation is completed:

(a) The Grantor shall execute and deliver to the Grantee a supplementary deed of easement which conveys to the Grantee with respect to the relocated Easement Item the easements and rights described in this Paragraph B.

(b) The Grantee shall execute and deliver to the Grantor a deed or other instrument of release as provided in Paragraph B. 3.

5. The Grantor shall bear all expenses and the cost of all transfer and recording taxes, fees and charges in connection with all deeds and other instruments delivered pursuant to this Paragraph B.

RESERVING AND EXCEPTING, HOWEVER, TO THE GRANTOR:

C. All the respective right, title and interest of the Grantor, legal and equitable, in and to the real property described in Exhibit B attached to this Deed as a part hereof, but subject, however, to (a) the limitation of access thereto across the real property conveyed by this Deed as hereinafter provided and (b) the easements and rights conveyed pursuant to Paragraph B above.

D. 1. The easements and rights to use, operate, maintain, repair, renew, replace and remove on, under, over and across the real property conveyed by this Deed ("Grantee's Burdened Property"), any and all lines, poles, pipes, appliances, equipment, structures, facilities and appurtenances (each an "Easement Item") existing on and used or useful as of the date of delivery of this Deed as a part of any railroad communication, signal or interlocker system or as a part of any electric, telephone, telegraph, water, gas, steam, sanitary sewer, storm sewer or other utility system, together with the easement of reasonable access over the Grantee's Burdened Property to permit the exercise of the foregoing easements and rights, and the easement for lateral support of the real property reserved and excepted from this conveyance.

2. The easements and rights for the specific uses, if any, (each an "Easement Item") particularly described in Exhibit B to this Deed and burdening certain real property conveyed by this Deed.

The Grantor shall give the Grantee reasonable notice before entering on the Grantee's Burdened Property to exercise the easements and rights reserved and excepted in this Paragraph D, and shall exercise such easements and rights (a) so as not to interfere unreasonably with the use and enjoyment of the Grantee's Burdened Property, (b) in compliance with generally applicable reasonable requirements established from time to time by the Grantee and (c) so as not to increase materially the burden on the Grantee's Burdened Property existing on the date of delivery of this Deed. The Grantor shall indemnify and save the Grantee harmless from any loss, damage or expense arising from the exercise of the foregoing easements and rights, without regard to negligence on the part of the Grantee or the Grantor. Upon request of and at the expense of the Grantee, the Grantor shall execute and deliver to the Grantee a deed or other instrument releasing the Grantor's rights in any part of the Grantee's Burdened Property that is not used or reasonably needed by the Grantor in the exercise of the easements and rights reserved and excepted in this Paragraph D.

4. If the location of any Easement Item would interfere with any proposed use or sale of any part of the Grantee's Burdened Property, the Grantee may, at the Grantee's expense and after obtaining the Grantor's written consent, relocate the interfering Easement Item or cause the same to be relocated. Such consent will be granted unless (a) the Easement Item cannot be relocated as proposed by the Grantee without unreasonable interference to the Grantor's operations or without damage to the integrity of the system of which the Easement Item is a part or (b) the Grantor will not have reasonable access to the relocated Easement Item. If the Grantor has previously released its easements and rights in any real property as provided in Paragraph D. 3. and a relocated Easement Item falls, in whole or in part, within the area that has been so released, the Grantor and the Grantee shall exchange the following instruments promptly after the relocation is completed:

(a) The Grantee shall execute and deliver to the Grantor a supplementary deed of easement which conveys to the Grantor with respect to the relocated Easement Item the easements and rights described in this Paragraph D.

(b) The Grantor shall execute and deliver to the Grantee a deed or other instrument of release as provided in Paragraph D. 3.

5. The Grantee shall bear all expenses and the cost of all transfer and recording taxes, fees and charges in connection with all deeds and other instruments delivered pursuant to this Paragraph D.

E. All mineral rights owned by the Grantor in any parcel as to which an interest in the surface is not conveyed by this Deed.

TO HAVE AND TO HOLD the real property and the easements and rights hereby conveyed to the Grantee, free and clear of (a) any liens or encumbrances as provided in Section 303 (b) of the Act and (b) any and all easements and rights of access to the real property reserved and excepted from this conveyance across the real property conveyed by this Deed (except as otherwise provided in this Deed), even if such easements and rights would otherwise arise by reason of necessity, implication or other operation of law, statute, ordinance, rule or regulation of any governmental entity, **BUT SUBJECT, HOWEVER,** to (i) those easements and rights reserved and excepted in Paragraph D above, (ii) all existing licenses, easements, leases (other than those which may have been created to secure payment of a financial obligation), and operating, trackage right and joint facility agreements and (iii) Operating Rights Grants, if any, from the Grantor to a third party conveyed concurrently with this conveyance and identified in Exhibit B to this Deed.

The Grantor hereby covenants that the Grantor will perform, execute, acknowledge and deliver any and all such further acts, deeds, assignments and other instruments as may be reasonably requested by the Grantee to convey, confirm, clarify, identify or more precisely describe the real property and the easements and rights conveyed by this Deed or intended so to be in order to carry out the intent of this Deed in light of the designations contained in the Final System Plan which has been certified to the Special Court by the United States Railway Association pursuant to the Act, and to effect the recordation of, or otherwise perfect, this Deed and all such other deeds, assignments and instruments under any applicable statute, ordinance, rule or regulation.

The Grantee hereby covenants that the Grantee will perform, execute, acknowledge and deliver any and all such further acts, deeds, assignments and other instruments as may be reasonably requested by the Grantor to confirm, clarify, identify or more precisely describe the real property and the easements and rights reserved and excepted from this conveyance or intended so to be in order to carry out the intent of this Deed in light of the designations contained in such Final System Plan, and to effect the recordation of, or otherwise perfect, this Deed and all such other deeds, assignments and instruments under any applicable statute, ordinance, rule or regulation.

By acceptance of this Deed, the Grantee (a) agrees to perform each of the obligations imposed on the Grantee by the terms of this Deed, and (b) assumes and agrees to perform and observe all obligations and conditions on the part of the Grantor or the Grantor's predecessor in title to be performed or observed that arise or accrue after the date of delivery of this Deed under all licenses, easements, leases (other than those which may have been created to secure payment of a financial obligation) and operating, trackage right and joint facility agreements (subject, however, to the terms thereof) which are conveyed by this Deed and under those to which this conveyance is made subject, provided that the Grantee assumes no obligation or liability that arises after the date of delivery of this Deed out of any event, act or failure to act that occurred prior thereto and, where an obligation or liability is related to a period which is both before and after such date, the Grantee assumes only that portion of the obligation or liability which is reasonably allocable to the part of the period after such date. Concurrently with the delivery of this Deed, the Grantee is delivering to the Grantor a separate instrument executed by the Grantee acknowledging receipt and acceptance of this Deed and affirming the provisions of this paragraph.

All of the covenants of the Grantor and the Grantee, respectively, shall be deemed to be real covenants and shall run with the land.

The words "Grantor" and "Grantee" used herein shall be construed as if they read "Grantors" and "Grantees", respectively, whenever the sense of this Deed so requires and, whether singular or plural, such words shall be deemed to include in all cases the successors and assigns of the respective parties.

This conveyance and the specific covenants of the Grantor are made by the Grantor as Trustees of the property of the Debtor, and not individually, and this conveyance is made without covenants of title or any warranties express or implied.

IN WITNESS WHEREOF, the Grantor has caused this Deed to be executed this 31st day of March, 1976 by MILFORD M. ADAMS being duly authorized so to do by order of the United States District Court for the Northern District of Ohio, Eastern Division, entered in Docket No. B72-2838.

Signed and Acknowledged
in the Presence of:

THOMAS F. PATTON AND RALPH S. TYLER, JR.,
AS TRUSTEES OF THE PROPERTY OF
ERIE LACKAWANNA RAILWAY
COMPANY, DEBTOR

Anna Freund
Anna Freund

F I L By Milford M. Adams L.S.

Doris Shamberger
Doris Shamberger

MILFORD M. ADAMS
ADMINISTRATIVE OFFICER

AUG 24 1976

DISTRICT OF COLUMBIA, SS: DONALD LAN
Secretary of State

On this 31st day of March, 1976, before me, a Notary Public authorized to take acknowledgements and proofs in the District of Columbia, personally appeared MILFORD M. ADAMS personally known to me to be the person whose name is subscribed to the foregoing Deed, bearing the same date as this certificate of acknowledgement, and acknowledged himself to be an Administrative Officer of Thomas F. Patton and Ralph S. Tyler, Jr., Trustees of the Property of Erie Lackawanna Railway Company, Debtor, and that as such Administrative Officer and being authorized so to do, he executed the foregoing Deed on behalf of and in the name of the Trustees as their free act and deed for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Robert W. Carter
ROBERT W. CARTER
Notary Public in and for
the District of Columbia.
My Commission expires 11/1/1979

This Instrument Prepared By:

United States Railway Association
Pursuant to the Act

EXHIBIT A

TO THE DEED BY AND BETWEEN
THOMAS F. PATTON AND RALPH S. TYLER, JR.,
AS TRUSTEES OF THE PROPERTY OF
ERIE LACKAWANNA RAILWAY COMPANY, DEBTOR
AND
CONSOLIDATED RAIL CORPORATION

**DESCRIPTION OF REAL PROPERTY
LOCATED IN**

County of Hudson, State of New Jersey

For the purpose of each description contained in this Exhibit A (and solely by way of illustration and not by way of limiting the generality of the term "adjacent"), adjacency shall be deemed to exist without regard to the existence of any public or private street, highway, alley or other way between one part of the Grantor's real property and another.

FILED

AUG 24 1970

This Exhibit A consists of pages A-1 through A-10 inclusive.

DONALD LAN
Secretary of State

Document No.

EL-CRC-RP-5

Situate in the County of Hudson, State of New Jersey, and being the Erie Lackawanna Railway Company's line of railroad known as the Erie Lackawanna Boonton Line (former Erie Greenwood Lake Line), and being all the real property in the County lying in, under, above, along, contiguous to, adjacent to or connecting to such line.

Such line originates in the County at G. L. Junction, west of Tonnele Avenue, connecting to another line of railroad known as the Erie Lackawanna Main Line (former DL&W Boonton Line), and leaves the County at the Passaic River in West Arlington.

The line of railroad described herein is identified as Line Code 6101 in the records of the United States Railway Association.

~~FILED~~

~~AUG 24 1979~~

~~DONALD LAN
Secretary of State~~

FILED

AUG 24 1979

DONALD LAN
Secretary of State

Situate in the County of Hudson, State of New Jersey, and being the Erie Lackawanna Railway Company's line of railroad known as the Erie Lackawanna Bergen County Line (Main Line) and being all the real property in the County lying in, under, above, along, contiguous to, adjacent to or connecting to such line.

Such line originates in the County near Bergen Junction (Croxtan Yard) in Secaucus, connecting to another line of railroad known as the Erie Lackawanna Main Line and leaves the County near the drawbridge over the Hackensack River in Secaucus.

The line of railroad described herein is identified as Line Code 6102 in the records of the United States Railway Association.

FILED

AUG 24 1979

DONALD LAN
Secretary of State

Document No.

EL-CRC-RP-5

Situate in the County of Hudson, State of New Jersey, and being the Erie Lackawanna Railway Company's line of railroad known as the Erie Lackawanna Main Line (former DL&W Boonton Line), and being all the real property in the County lying in, under, above; along, contiguous to, adjacent to or connecting to such line.

Such line originates in the County at West End, near Tonnele Avenue and Newark Turnpike in Jersey City, connecting to other lines of railroad known as the Erie Lackawanna Boonton Line and the Erie Lackawanna Morristown Line, passes through G. L. Junction and Bergen Junction and leaves the County at "SY" Drawbridge over the Hackensack River in Secaucus.

The line of railroad described herein is identified as Line Code 6151 in the records of the United States Railway Association.

FILED

AUG 24 1970

DONALD LAN
Secretary of State

Document No.

EL-CRC-RP-5

Situate in the County of Hudson, State of New Jersey, and being the Erie Lackawanna Railway Company's line of railroad known as the Weehawken Branch and being all the real property in the County lying in, under, above, along, contiguous to, adjacent to or connecting to such line.

Such line originates in the County at Croxton Yard in Secaucus, connecting to all other Erie Lackawanna Lines, and terminates in the County, near Weehawken.

The line of railroad described herein is identified as Line Code 6160 in the records of the United States Railway Association.

F I L E D

AUG 24 1972

DONALD LAN .
Secretary of State

Document No.
EL-CRC-RP-5

Situate in the County of Hudson, State of New Jersey, and being the Erie Lackawanna Railway Company's line of railroad known as the Erie Lackawanna Main Line (former Erie Main Line) and being all the real property in the County lying in, under, above, along, contiguous to, adjacent to or connecting to such line.

Such line originates in the County in Jersey City Local Yard, near Pavonia Avenue and Old Passenger Station, and terminates in the County near Bergen Junction.

The line of railroad described herein is identified as Line Code 6160A in the records of the United States Railway Association.

FILED

AUG 24 1979

DONALD LAM
Secretary, U.S.R.A.

Situate in the County of Hudson, State of New Jersey, and being the Erie Lackawanna Railway Company's line of railroad known as the Northern Branch and being all the real property in the County lying in, under, above, along, contiguous to, adjacent to or connecting to such line.

Such line originates in the County at Croxton Yard in Secaucus, connecting to all other Erie Lackawanna Lines, passes through Susquehanna Transfer, New Durham and Babbitt; and leaves the County near Fairview Station.

The line of railroad described herein is identified as Line Code 6161 in the records of the United States Railway Association.

FILED

AUG 24 1978

DONALD LAN
Secretary of State

Document No.

EL-CRC-RP-5

Situate in the County of Hudson, State of New Jersey, and being the Erie Lackawanna Railway Company's line of railroad known as the Newark Branch and being all the real property in the County lying in, under, above, along, contiguous to, adjacent to or connecting to such line.

Such line originates in the County near D.B. Junction, west of "DB" Drawbridge, passes through Kearny and Harrison and leaves the County near the Passaic River in East Newark.

The line of railroad described herein is identified as Line Code 6166 in the records of the United States Railway Association.

F I L E D

AUG 24 1970

DONALD LAN
Secretary of State

Document No.

EL-CRC-RP-5

Situate in the County of Hudson, State of New Jersey, and being the Erie Lackawanna Railway Company's line of railroad known as the Harrison Branch and being all the real property in the County lying in, under, above, along, contiguous to, adjacent to or connecting to such line.

Such line enters the County near Belleville Turnpike in Kearny, and terminates in the County near Harrison, and connects to Erie Lackawanna Morristown Line (Morris and Essex).

The line of railroad described herein is identified as Line Code 6169 in the records of the United States Railway Association.

FILED

AUG 24 1970

DONALD LAN
Secretary of State

Document No.

EL-CRC-RP-5

Situate in the County of Hudson, State of New Jersey, and being the Erie Lackawanna Railway Company's line of railroad known as the Boonton Line and Morristown Line and being all the real property in the County lying in, under, above, along, contiguous to, adjacent to or connecting to such line.

Such line originates in the County at Hoboken Station, passes through Bergen Hill Tunnel, West End and Kearny and leaves the County near Harrison at the Passaic River.

The line of railroad described herein is identified as Line Code 6801 in the records of the United States Railway Association.

FILED

AUG 24 1919

DONALD LAN
Secretary of State

EXHIBIT B

TO THE DEED BY AND BETWEEN

THOMAS F. PATTON AND RALPH S. TYLER, JR.,

AS TRUSTEES OF THE PROPERTY OF

ERIE LACKAWANNA RAILWAY COMPANY, DEBTOR

AND

CONSOLIDATED RAIL CORPORATION

FILED

AUG 24 1979

DESCRIPTION OF REAL PROPERTY

DONALD LAN
Secretary of State

LOCATED IN

County of Hudson, State of New Jersey

RESERVED AND EXCEPTED BY THE GRANTOR

Each map referred to in this Exhibit B bears the Document Number which appears hereon. A copy of each map is on file in the office of the United States Railway Association and a copy of each map has been certified by the United States Railway Association to the Special Court and filed in the office of the Clerk of the Special Court in the United States District Courthouse in Washington, D.C.

The United States Railway Association has delivered a copy of each such map to both the Grantor and the Grantee and has certified on each such copy that it is a true copy of the map filed in the office of the Clerk of the Special Court.

This Exhibit B consists of the following pages only: B-1, B-3, B-4, B-5, B-5-A, B-6, B-7, B-8-Revised, B-9, B-10, B-11, B-11A, B-11-B, B-11-C, B-11-D, B-11-E, B-11-F, B-11-G, B-11-H, B-11-I, B-11-J, B-11-K, B-11-L, B-11-M, B-11-N, B-12, B-13, B-13a, B-15, B-16, B-17, B-18, B-19, B-20, B-21, B-22, B-23, B-24, B-7A, B-7B, B-19A.

All that parcel of land situated in the City of Jersey City, County of Hudson, and State of New Jersey, being designated as Parcel A on Railroad Valuation Map No. V-11-NJ-1, as revised to March 19, 1968, and being all of the land of the Erie Lackawanna Railway Company, as shown on the Map, which lies northeasterly of the following described line:

Beginning at a point at Station 151 + 70, more or less, and 50 feet northeastwardly and at right angles to the original eastbound track;

Thence; extending northwestwardly parallel to said original eastbound track a distance of 1640 feet, more or less, to a point on the centerline of Penhorn Creek, which is the division line between the Borough of Secaucus and the City of Jersey City, the point of ending.

The term "monumented baseline" means the railroad's original valuation chaining station baseline.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6101-3.0.

F I L E D

AUG 24 1979

DONALD LAN
Secretary of State

All that parcel of land situated in the Borough of Secaucus, County of Hudson, and State of New Jersey, being designated as Parcel A on Railroad Valuation Map Number V-11-NJ-2, as revised to June 11, 1971; and being all of the land of the Erie Lackwanna Railway Company, as shown on the Map, which lies northeasterly of the following described line:

Beginning at a point on the Division Line between the Borough of Secaucus and Jersey City and on the centerline of meandering Penhorn Creek, near Station 168+00, more or less, and 55 feet northeasterly and at right angles from the monumented baseline;

Thence, extending northwestwardly and parallel to said baseline, a distance of 2010 feet, more or less, to a point in the centerline of meandering Fish Creek;

Thence, extending along the centerline of the West-South Branch of said meandering Fish Creek, a distance of 1365 feet to a point which is 55 feet northeasterly and at right angles from said monumented baseline;

Thence, extending northwestwardly and parallel to said baseline, a distance of 494 feet to a point near Station 201+45, more or less, the point of ending.

The term "monumented baseline" means the railroad's original valuation chaining station baseline.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6101-3.5.

F I L E D

AUG 24 1979

DONALD LAN
Secretary of State

All that parcel of land situated in the Borough of Secaucus, County of Hudson, and State of New Jersey, being designated as Parcel B on Railroad Valuation Map Number V-11-NJ-2, as revised to June 11, 1971; and being all of the land of the Erie Lackawanna Railway Company, as shown on the Map, which lies between Penhorn and Fish Creeks, northerly of the Hackensack River and southwesterly of the following described line:

Beginning on the southwesterly line of the 100 foot wide right-of-way, at an angle point in the railroad property line near Station 169+15, more or less, and on the centerline of meandering Penhorn Creek; thence, extending northwestwardly parallel to the monumented baseline a distance of 1885 feet, more or less, to a point on the centerline of meandering Fish Creek near Station 188+00, the point of ending.

The term "monumented baseline" means the railroad's original valuation chaining station baseline.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6101-3.5.

FILED

AUG 24 1979

DONALD LAN
Secretary of State

All that parcel of land situated in the Borough of Secaucus, County of Hudson, and State of New Jersey, being designated as Parcel C on Railroad Valuation Map Number V-11-NJ-2, as revised to June 11, 1971; and being all of the land of the Erie Lackawanna Railway Company, as shown on the Map, which lies southwesterly of the following described line:

Beginning on the southwesterly line of the 100 foot wide right-of-way, at an angle point in the railroad property line near Station 197+95, more or less, and on the centerline of the West-South Branch of Fish Creek; thence, extending northwestwardly parallel to the monumented baseline a distance of 240 feet, more or less, to a point near Station 200+35, more or less, the point of ending.

The term "monumented baseline" means the railroad's original valuation chaining station baseline.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6101-3.5.

FILED

AUG 24 1979

DONALD LAN
Secretary of State

B-5-A

All that parcel of land situated in the Town of Kearny, County of Hudson, and State of New Jersey, being designated as Parcel B on Railroad Valuation Map No. V-11 N.J.-4, as revised to November 3, 1975, and being all of the land of the Erie Lackawanna Railway Company, as shown on the Map, which lies westerly of Belleville Turnpike and southwesterly of the following described line:

Beginning on the southwesterly line of the 100 foot wide right-of-way, at an angle point in the railroad property line near Station 294+50, more or less; thence, extending northwardly parallel to the monumented baseline a distance of 300.53 feet, more or less, to another angle point in the railroad property line near Station 297+50, the point of ending.

The term "monumented baseline" means the railroad's original valuation chaining station baseline.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6101-5.5(2).

FILED

AUG 24 1976

DONALD LAN
Secretary of State

All that parcel of land situated in the Town of Kearny, County of Hudson, and State of New Jersey, being designated as Parcel A on Railroad Valuation Map No. V-11 N.J.-4, as revised to November 3, 1975, and being all of the land of the Erie Lackawanna Railway Company, as shown on the Map, which lies westerly of the Belleville Turnpike and northeasterly of the following described line:

Beginning on the northeasterly line of the 100 foot wide right-of-way, at an angle point in the railroad property line near Station 295+85, more or less; thence, extending north-westwardly parallel to the monumented baseline a distance of 313.26 feet, more or less, to another angle point in the railroad property line near Station 299+00, the point of ending.

The term "monumented baseline" means the railroad's original valuation chaining station baseline.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6101-5.5(2).

F I L E D

AUG 24 1979

DONALD LAN
Secretary of State

All that parcel of land situated in the City of Secaucus, County of Hudson, and State of New Jersey, being designated as Parcel B on Railroad Valuation Map Nos. V-9a-N.J.-ST-3 as revised to February 10, 1976, and V-9a-N.J.-ST-4 as revised to July 21, 1976 and being all of the land of the Erie Lackawanna Railway Company as shown on the Map, which lies easterly of the following described line:

Beginning in the north line of County Road at Station 202 + 68, more or less, and being 80 feet, more or less, easterly and at right angles from the centerline of the original eastbound track; thence 290 feet, more or less, northerly; thence 235 feet, more or less, northeasterly; thence 180 feet, more or less, northeasterly; thence 130 feet, more or less, northwesterly; thence 1360 feet, more or less, northerly; thence 175 feet, more or less, northeasterly; thence 150 feet, more or less, easterly; thence 140 feet, more or less, northeasterly; thence 210 feet, more or less, northerly, to a point ending at Station 231 + 95, more or less, and 315 feet, more or less, easterly and at right angles from the centerline of the original eastbound track.

Title to the above-described parcel or parcels shall revert to the Trustees of the Property of Erie Lackawanna Railway Company and Erie Land and Improvement Company on January 1, 1980, unless before that date the United States Railway Association (USRA) makes the following determinations:

- 1) That the Consolidated Rail Corporation (Conrail) has developed a specific plan for the installation of railroad tracks, such as tracks for yard expansion, scales, test tracks, car washing and cleaning tracks, or other track-related railroad purposes, together with conventional appurtenances, such as yard offices, shops, car washing equipment, water towers, landing equipment or similar rail facilities.
- 2) That Conrail has prepared an engineering design of such plan in sufficient detail to satisfy USRA that the plan will be implemented by Conrail.

The above-described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6102-4.0. (Also identified as 6102-3.4 in Civil Action 77-10).

F I L E D

AUG 24 1979

DONALD LAN
Secretary of State

All that parcel of land situated in the City of Secaucus, County of Hudson, and State of New Jersey, being designated as Parcel C on Railroad Valuation Map Nos. V-9a-N.J.-ST-3, as revised to February 10, 1976, and V-9a-N.J.-ST-4 as revised to July 21, 1976, and being all of the land of the Erie Lackawanna Railway Company as shown on the Map, which lies westerly of the following described line:

Beginning at a point in the north line of County Road at Station 202 + 92, more or less, and being 605 feet, more or less, westerly and at right angles from the centerline of the original eastbound track; thence 1810 feet, more or less, northerly to a point ending at Station 224 + 10, more or less and 390 feet, more or less, westerly and at right angles from the centerline of the original eastbound track.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6102-4.0.

FILED

AUG 24 1976

DONALD LAM
Secretary of State

Document No.

EL-CRC-RP-5

All that parcel of land situated in the City of Jersey City, County of Hudson, and State of New Jersey, being designated as Parcel E on Railroad Valuation Map No. V-9a-N.J.-S.T. 3, as revised to April 27, 1975, and being all of the land of the Erie Lackawanna Railway Company as shown on the Map, which lies easterly of the following described line:

Beginning at a point on the easterly line of New County Road distant 320 feet, more or less, from the southerly line of Penhorn Creek, measured southwardly along said line of New County Road;

Thence, extending 1550 feet, more or less, southwardly along said line of New County Road to a point on a line of land of others, the point of ending.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6102-4.0.

FILED

AUG 24 1978

DONALD LAN
Secretary of State

B-8-Revised

All that parcel of land situated in the Town of Secaucus and City of Jersey City, County of Hudson, State of New Jersey, being designated as Parcel E on Railroad Valuation Map No. V-1-88, as revised to March 9, 1967, and being all of the land of the Erie Lackawanna Railway Company, as shown on the Map, which is bounded and described as follows:

Beginning at a point at Station 157+70, more or less, and 50 feet, easterly and at right angles to the original eastbound track;

Thence, extending northwardly parallel to the original eastbound track a distance of 3140 feet, more or less, to a point near Station 189+10; thence, extending 890 feet, more or less, northeastwardly and along the south-easterly line of land of the New Jersey Turnpike Authority to a point on the Railroad property line; thence, extending 3290 feet, more or less, southwardly to the point of beginning.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6151-3.1.

Subject to the easement and right to construct a connecting track or tracks on the above described property, together with the easement and right to use, operate, maintain, repair, renew, replace and remove such connecting track or tracks.

F I L E D

AUG 24 1979

DONALD LAN
Secretary of State

All that parcel of land situated in the Town of Secaucus and City of Jersey City, County of Hudson, and State of New Jersey, being designated as Parcel D on Railroad Valuation Map Nos. V-1-87, as revised to October 15, 1975, and V-1-88, as revised to March 9, 1967, and being all of the land of the Erie Lackawanna Railway Company, as shown on the Map, which lies westerly of the following described lines:

Beginning on the westerly line of right-of-way at a point on the railroad property line at Station 146+40, more or less, and which is distant 240 feet, measured westwardly and at right angles from the original eastbound track;

Thence, extending northwardly a distance of 4145 feet, more or less, to point in the railroad property line near Station 188+43, which is distant 50 feet, measured westwardly and at right angles from the original eastbound track, the point of ending.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6151-3.1.

Subject to the easement and right of access between a public highway and property conveyed by the within Deed over the existing access road or roads on the above described property.

FILED

AUG 24 1979

DONALD LAN
Secretary of State

All that parcel of land situated in the Town of Secaucus, County of Hudson, and State of New Jersey, being designated as Parcel C on Railroad Valuation Map No. V-1-89, as revised to October 20, 1975, and being all of the land of the Erie Lackawanna Railway Company, as shown on the Map, which lies westerly and southwesterly of the following described line:

Beginning at an angle point on the railroad property line at Station 241+00, more or less, and which is distant 46 feet, measured southwestwardly and at right angles from the centerline of the original eastbound track;

Thence, extending northwestwardly a distance of 1520 feet, more or less, to a point in the railroad property line near Station 256+35, which is distant 70 feet, measured southwestwardly and at right angles from the centerline of said original eastbound track, the point of ending.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6151-3.1.

F I L E D

AUG 24 1979

DONALD LAN
Secretary of State

FILED

AUG 24 1979

Document No.

EL-CRC-RP-5

DONALD LAN
Secretary of State

All that parcel of land situated in the Borough of Seacaucus, County of Hudson, and State of New Jersey, being designated as Tracts A and B on Railroad Valuation Maps No. V-1/89, as revised to November 20, 1975, and V-1/88, as revised to December 31, 1973, and being all of the land of the Erie Lackawanna Railway Company as shown on the Map, which lies northeasterly of the following described line:

Beginning at an angle point in the railroad property line on the northeasterly line of railroad right-of-way opposite Station 249+85, more or less, said point being distant 73 feet, more or less, measured northeastwardly and radially from the monumented baseline;

Thence, extending southeastwardly a distance of 890 feet, more or less, to a point opposite Station 240+85, said point being distant 49.5 feet measured northeastwardly and radially from said monumented baseline;

Thence, extending southeastwardly parallel to and concentric with said monumented baseline a distance of 4300 feet, more or less, to a point on the northerly line of County Road opposite Station 197+45, more or less, said point being distant 49.5 feet measured northeastwardly and radially from said monumented baseline, the point of ending.

The term "monumented baseline" means the railroad's original valuation chaining station baseline.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6151-3.1.

SUBJECT, HOWEVER, to the easement and right of access between a drawbridge and public highway and property conveyed by the within Deed over the existing access road on the above described property.

ALSO, SUBJECT to the easement and right to use, operate, maintain, repair, renew, replace and remove the existing track or tracks on and across the above described property.

AUG 24 1978

EL-CRC-RP-5DONALD LAN
Secretary of State

All that parcel of land situate in the City of Hoboken, County of Hudson, and State of New Jersey, being designated as Parcel BC on Railroad Valuation Map No. Sketch A, as revised to April 28, 1977, and being all of the land of the Erie Lackawanna Railway Company as shown on the Map, which is bounded and described as follows:

Beginning at a point on the exterior line for Piers established March 1, 1913, said point being the intersection of said line with the southeasterly prolongation of the southerly line of U.S. Government Pier No. 6;

- (1) Thence, extending northwestwardly along said prolongation and said line of Pier No. 6 a distance of 1027 feet to a point;
- (2) Thence, extending southwestwardly 72.5 feet to a point;
- (3) Thence, extending southeastwardly 97.41 feet to a point;
- (4) Thence, extending southwestwardly 241.6 feet, more or less, to a point;
- (5) Thence, extending eastwardly 70 feet, more or less, to a point on the northerly prolongation of the easterly line of Immigrant Building;
- (6) Thence, extending southwardly along said prolongation, then said line of Immigrant Building and then the southerly prolongation thereof a distance of 448 feet, more or less, to a point in the northerly line of Pier No. 1;
- (7) Thence, extending eastwardly along said line of Pier No. 1 a distance of 785 feet, more or less, to a point on exterior line for Piers established March 1, 1913;
- (8) Thence, extending northeastwardly along said line for Piers a distance of 720 feet, more or less, to the point of beginning.

The above described parcel or parcels are identified in the record of the United States Railway Association as Line Code 6160-0.5.

AUG 24 1979

DONALD LAN
Secretary of State

All that parcel of land situated in the City of Jersey City, County of Hudson, and State of New Jersey, being designated as Parcel E on Railroad Valuation Map No. Sketch A, as revised to April 28, 1977 and being all of the land of the Erie Lackawanna Railway Company as shown on the Map, bounded and described as follows:

Beginning at a point on the westerly line of Grove Street distant 850 feet, more or less, measured northwardly along said line of Grove Street from the northerly line of 16th Street, said point also being distant 20 feet, measured southwardly and radially from the centerline of the southernmost track which crosses Grove Street as shown on the Map;

Thence, extending northwestwardly parallel to and concentric with said southernmost track a distance of 855 feet, more or less, to a point on the easterly line of Jersey Avenue;

Thence, extending southwestwardly along said easterly line of Jersey Avenue a distance of 70 feet, more or less, to a point distant 15 feet, measured northwardly and radially from a spur track which crosses Jersey Avenue as shown on the Map;

Thence, extending southeastwardly along a curve first to the right then to the left, a distance of 250 feet, more or less, to a point on the northerly line of a paved driveway;

Thence, extending southeastwardly along said northerly line of paved driveway a distance of 625 feet, more or less, to a point on the westerly line of Grove Street;

Thence, extending northwardly along said westerly line of Grove Street a distance of 140 feet, more or less, to the point of beginning, the point of ending.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6160-0.5.

Document No.

EL-CRC-RP-5

All that parcel of land situated in the Township of Jersey City, County of Hudson, and State of New Jersey, being designated as Parcel F on Railroad Valuation Map No. Sketch A, as revised to April 28, 1977 and being all of the land of the Erie Lackawanna Railway Company as shown on the Map, bounded and described as follows:

Beginning at a point on the northerly line of 18th Street at its intersection with the westerly line of Henderson Street; thence, extending northeastwardly along said line of Henderson Street a distance of 65 feet, more or less, to a point on the northerly line of a 25 foot wide paved driveway; thence, extending initially northwardly on a curve to the left along said line of paved driveway and its uniform arc prolongation a distance of 460 feet, more or less, to a point on the easterly line of Grove Street; thence, extending southwestwardly along said line of Grove Street a distance of 375 feet, more or less, to a point on the northerly line of 18th Street; thence, extending southeastwardly along said line of 18th Street a distance of 400 feet, more or less, to the point of beginning, the point of ending.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6160-0.5.

FILED

AUG 24 1979

DONALD LAN
Secretary of State

B - 11 D

Document No.

EL-CRC-RP-5

All that parcel of land situated in the Township of Jersey City, County of Hudson, and State of New Jersey, being designated as Parcel G on Railroad Valuation Map No. Sketch A, as revised to April 28, 1977 and being all of the land of the Erie Lackawanna Railway Company as shown on the Map, which is bounded and described as follows:

Beginning at a point on the easterly line of Grove Street at its intersection with the southerly line of 18th Street; thence, extending southwestwardly along said line of Grove Street a distance of 100 feet, more or less, to a point on the line of lands of others; thence, extending southeastwardly along said line of lands of others a distance of 390 feet, more or less, to a point on the westerly line of Henderson Street; thence, extending northeastwardly along said line of Henderson Street a distance of 160 feet, more or less, to a point on the southerly line of 18th Street; thence, extending northwestwardly along said line of 18th Street a distance of 390 feet, more or less, to the point of beginning, the point of ending.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6160-0.5.

FILED

AUG 24 1978

DONALD LAN
Secretary of State

B - 11 E

Document No.

EL-CRC-RP-5

All that parcel of land situated in the Township of Jersey City, County of Hudson, and State of New Jersey, being designated as Parcel H on Railroad Valuation Map No. Sketch A, as revised to April 28, 1977 and being all of the land of the Erie Lackawanna Railway Company as shown on the Map, which is bounded and described as follows:

Beginning at a point on the northerly line of 10th Street distant 100 feet, more or less, measured southeastwardly along said line of 10th Street from the easterly line of Jersey Avenue; thence, extending northeastwardly a distance of 100 feet, more or less, to a point; thence, extending southeastwardly a distance of 205 feet, more or less, to a point; thence, extending southwestwardly 100 feet, more or less, to a point on the northerly line of 10th Street, thence, extending northwestwardly along said line of 10th Street a distance of 205 feet, more or less, to the point of beginning, the point of ending.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6160-0.5.

F I L E D

AUG 24 1976

DONALD LAN
Secretary of State

B - 11 F

Document No.

EL-CRC-RP-5

All that parcel of land situated in the Township of Jersey City, County of Hudson, and State of New Jersey, being designated as Parcel I on Railroad Valuation Map No. Sketch A, as revised to April 28, 1977 and being all of the land of the Erie Lackawanna Railway Company as shown on the Map, which is bounded and described as follows:

Beginning at a point on the easterly line of Erie Street at its intersection with the northerly line of 10th Street; thence, extending northeastwardly along said line of Erie Street a distance of 100 feet to a point; thence, extending southeastwardly at right angles to the previous course a distance of 405 feet, more or less; to a point on the westerly line of Grove Street; thence, extending southwestwardly along said line of Grove Street a distance of 100 feet to a point on the northerly line of 10th Street; thence, extending northwestwardly along said line of 10th Street a distance of 405 feet, more or less, to the point of beginning, the point of ending.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6160-0.5.

F I L E D

AUG 24 1979

DONALD LAN
Secretary of State

B - 11 G

All that parcel of land situated in the Township of Jersey City, County of Hudson, and State of New Jersey, being designated as Parcel J on Railroad Valuation Map No. Sketch A, as revised to March 15, 1977 and being all of the land of the Erie Lackawanna Railway Company as shown on the Map, which is bounded and described as follows:

Beginning at a point on the easterly line of Grove Street at its intersection with the northerly line of 10th Street; thence, extending northeastwardly along said line of Grove Street a distance of 35 feet, more or less, to a point; thence, extending southeastwardly parallel to the aforementioned line of 10th Street a distance of 290 feet, more or less, to a point; thence, extending southwestwardly at right angles to the previous course a distance of 35 feet, more or less, to a point on the northerly line of 10th Street; thence, extending northwestwardly along said line of 10th Street a distance of 290 feet, more or less, to the point of beginning, the point of ending.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6160-0.5.

FILED

AUG 24 1979

DONALD LAN
Secretary of State

FILED

Document No.

EL-CRC-RP-5

AUG 24 1979

DONALD LAN
Secretary of State

All that parcel of land situated in the Township of Jersey City, County of Hudson, and State of New Jersey, being designated as Parcel K on Railroad Valuation Map No. Sketch A, as revised to March 15, 1976 and being all of the land of the Erie Lackawanna Railway Company as shown on the Map, bounded and described as follows:

Beginning at a point on the centerline of Provost Street at its intersection with the centerline of 7th Street; thence, extending northeastwardly along said centerline of Provost Street a distance of 430 feet more or less, to a point; thence, extending southeastwardly a distance of 80 feet, more or less, to a point; thence, extending northeastwardly a distance of 115 feet, more or less, to a point on the centerline of Pavonia Avenue; thence, extending northwestwardly along said centerline of Pavonia Avenue a distance of 25 feet, more or less, to a point; thence, extending northeastwardly a distance of 140 feet, more or less, to a point; thence, extending northwestwardly a distance of 55 feet, more or less, to a point on the centerline of Provost Street; thence, extending northeastwardly along said centerline of Provost Street a distance of 150 feet, more or less, to a point; thence, extending southeastwardly a distance of 215 feet, more or less, to a point; thence, extending northeastwardly a distance of 115 feet, more or less, to an angle point in the line of a chain link fence;

Thence, the following 27 courses and distances along said line of chain link fence: (1) extending southeastwardly a distance of 1,450 feet, more or less, to another angle point; (2) extending southeastwardly on a deflection to the right from the preceding course a distance of 190 feet, more or less, to another angle point; (3) extending southeastwardly on a deflection to the left from the preceding course a distance of 235 feet, more or less, to another angle point; (4) extending northeastwardly a distance of 65 feet, more or less, to another angle point; (5) extending southeastwardly a distance of 155 feet, more or less, to another angle point; (6) extending northeastwardly a distance of 140 feet, more or less, to another angle point; (7) extending northwestwardly a distance of 475 feet, more or less, to another angle point; (8) extending northeastwardly 560 feet, more or less, to another angle point; (9) extending northwestwardly a distance of 390 feet, more or less, to another angle point; (10) extending northeastwardly a distance of 40 feet, more or less, to another angle point; (11) extending

FILED

AUG 24 1979

Document No.

EL-CRC-RP-5

DONALD LAN
Secretary of State

northwestwardly a distance of 350 feet, more or less, to another angle point; (12) extending northwestwardly on a deflection to the right from the preceding course a distance of 70 feet, more or less, to another angle point; (13) extending northwestwardly on a deflection to the left from the preceding course a distance of 330 feet, more or less, to another angle point; (14) extending generally westwardly along an irregular line a distance of 1,200 feet, more or less, to a point on the westerly line of Henderson Street; (15) extending northeasterly along said line of Henderson Street a distance of 55 feet, more or less, to a point; (16) extending southeastwardly a distance of 500 feet, more or less, to another angle point; (17) extending northeastwardly at right angles to the preceding course a distance of 105 feet, more or less, to another angle point; (18) extending southeastwardly a distance of 420 feet, more or less, to another angle point; (19) extending southwestwardly a distance of 10 feet, more or less, to another angle point; (20) extending southeastwardly a distance of 150 feet, more or less, to another angle point; (21) extending northeastwardly a distance of 60 feet, more or less, to another angle point; (22) extending southeastwardly a distance of 870 feet, more or less, to another angle point; (23) extending southwestwardly a distance of 35 feet, more or less, to another angle point; (24) extending southeastwardly a distance of 350 feet, more or less, to another angle point; (25) extending southwestwardly a distance of 250 feet, more or less, to another angle point; (26) extending southeastwardly a distance of 180 feet, more or less, to another angle point; (27) extending southwestwardly a distance of 100 feet, more or less, to another angle point;

Thence, extending southeastwardly along a line drawn parallel to and mid-way between the northerly line of Pier No. 8 and the southerly line of Pier No. 9 a distance of 1,350 feet, more or less, to a point on the pier head line approved by the Secretary of War on January 12, 1931; thence, extending southwestwardly along said pier head line a distance of 1,400 feet, more or less, to a point in the southeasterly prolongation of the centerline of 7th Street; thence extending northwestwardly along said prolongation and said centerline of 7th Street a distance of 3,200 feet, more or less, to a point in the centerline of Provost Street, the point of ending.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6160-0.5.

SUBJECT HOWEVER to the easement and right to use the existing driveway from Henderson Street for the purpose of access to the property conveyed by the within Deed.

AUG 24 1979

Document Number

EL-CRC-RP-5.

DONALD LAN
Secretary of State

All that parcel of land situated in the Cities of Jersey City and Hoboken, County of Hudson, and State of New Jersey, being designated as Parcel A on Railroad Valuation Map Number Sketch A as revised to November 1, 1976; and being all of the land of the Erie Lackawanna Railroad Company, as shown on the Map, which lies northerly of the easterly prolongation of Twelfth Street and easterly of Henderson Street, and which is bounded and described as follows:

Beginning at a point on the easterly line of Henderson Street, said point being distant 270 feet, more or less, measured southwardly along said line of Henderson Street from Station 30+15, more or less, of the monumented centerline of said railroad company's Morris and Essex Division; thence extending the following nine (9) courses and distances;

(1), extending southeastwardly along a curve to the right 860 feet, more or less, to a point on the westerly prolongation of the southerly line of Pier 3, said point being distant 90 feet, measured southwardly and radially from the southerly line of a canal between Pier 2 and Pier 3; thence (2), extending eastsouth-eastwardly along said prolongation and parallel to said line of canal a distance of 1420 feet, more or less, to a point;

Thence (3), extending northeastwardly at right angles to the previous course, a distance of 130 feet, more or less, to a point on a line drawn between, parallel to and equidistant from the southerly line of Pier 2 and the northerly line of Pier 3;

Thence (4), extending eastsoutheastwardly, along said line between Pier 2 and Pier 3, a distance of 1650 feet, more or less, to a point on the January 13, 1931 pierhead line;

Thence (5), extending southsouthwestwardly, along said pierhead line, a distance of 1,600 feet, more or less, to a point on the easterly prolongation of the southerly line of Pier 10;

Thence (6), extending westwardly along said prolongation of the southerly line of Pier 10 and then along said line of Pier 10, a distance of 1605 feet, more or less, to a point;

Thence (7), extending northwardly, at right angles to the preceeding course, a distance of 50 feet, more or less, to a point, said point being distant 20 feet, measured northwardly and radially, from the centerline of a track which, as shown on the map, originates on Pier 10 and extends westwardly generally parallel to Twelfth Street;

Thence (8), extending northwestwardly and then northwardly along a curve to the right, a distance of 1300 feet, more or less, to a point, said point being distant 325 feet, more or less, measured eastwardly along the southerly line of 14th Street and then along the easterly prolongation of said line of 14th Street, from the easterly line of Provost Street;

B-11-K

Thence (9), extending northwardly a distance of 1,440 feet, more or less, to the point of beginning, the point of ending.

Subject, however, to the easement and right on behalf of Consolidated Rail Corporation to use, maintain, repair, replace, and renew, for the purpose of storage, ten thousand (10,000) lineal feet of track located on the above described parcel. Such easement and right to terminate after six (6) years from the date of the herein conveyance.

and together With the easement and right, on behalf of the herein Grantor, of access to and from the above described parcel over a Driveway in Common, as shown on the map, and Henderson Street including the right to cross the tracks located on said Driveway in Common.

This parcel is identified in the records of the United States Railway Association as Line Code 6160-0.5.

FILED

AUG 24 1970

DONALD LAN
Secretary of State

B-11-L

All that parcel of land situated in the City of Jersey City, County of Hudson, and State of New Jersey, being designated as Parcel 3 on Railroad Valuation Map Number Sketch A, as revised to November 1, 1976; and being all of the land of the Erie Lackawanna Railroad Company, as shown on the Map, which lies easterly of Grove Street, southerly of the Hoboken/Jersey City Division Line, westerly of Henderson Street and northerly of the following described line:

Beginning on the northerly line of 20th Street (vacated) at an angle point in the railroad property line, said point being distant 180 feet, more or less, measured northeastwardly and radially from Station 32+20, more or less, of the monumented centerline of the former Morris and Essex Division;

Thence, extending westnorthwestwardly along said northerly line of 20th Street a distance of 290 feet, more or less, to another angle point in the railroad property line on the easterly line of Grove Street, said point being distant 135 feet, more or less, measured northeastwardly and radially, from Station 35+00, more or less, of said monumented centerline of the former Morris and Essex Division, the point of ending.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6160-0.5.

F I L E D

AUG 24 1976

DONALD LAN
Secretary of State

B-11-M

All that parcel of land situated in the City of Jersey City, County of Hudson, and State of New Jersey, being designated as Parcel AA on Railroad Valuation Map Number Sketch A as revised to November 1, 1976; and being all of the land of the Erie Lackawanna Railroad Company, as shown on the Map, which lies southerly of the easterly prolongation of Twelfth Street and easterly of Provost Street, and which is bounded and described as follows:

Beginning at a point on the prolongation of the easterly line of Provost Street said point being distant 365 feet, more or less, measured southwardly along said line and prolongation of said line from the southerly line of 13th Street said point also being the southeasterly corner of land of other owners, said point also being distant 30 feet, more or less, measured northwardly and radially from a chain link fence.

Thence extending eastwardly parallel to and concentric with said chain link fence a distance of 445 feet, more or less to a point opposite an angle point in the land of others shown as drive to tunnel.

Thence, extending northeasterly parallel to the centerline of Barnum Street (vacated) to said angle point.

Thence, extending northeasterly along said line of driveway to tunnel a distance of 10 feet, more or less, to another angle point in the property line of said driveway to tunnel.

Thence, extending northwesterly along said line of driveway to tunnel a distance of 420 feet, more or less to a point in the easterly line of Provost Street.

Thence extending southwesterly along said easterly line of Provost Street and the southerly prolongation thereof a distance of 105 feet, more or less, to the point of beginning the point of ending.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6160-0.5.

F I L E D

AUG 24 1979

DONALD LAN
Secretary of State

All that parcel of land situated in the City of Jersey City, County of Hudson, and State of New Jersey, being designated as Parcel A on Railroad Valuation Map No. V-1-2, as revised to January 8, 1974, and being all of the land of the Erie Lackawanna Railway Company, as shown on the Map, which lies southerly of the following described line:

Beginning at a point on the centerline of Coles Street, distant 35 feet, measured southwardly and at right angles from the centerline of the near track, as it was located on December 29, 1975, said point also being distant 155 feet, more or less, measured northwardly along said centerline of Cole Street, from the westerly prolongation of the northerly line of 18th Street;

Thence, extending eastwardly parallel to and concentric with said centerline of near track, 430 feet, more or less, to a point in the westerly line of Jersey Avenue, the point of ending.

The term "monumented baseline" means the railroad's original valuation chaining station baseline.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6160-0.9.

F I L E D

AUG 24 1979

DONALD LAN
Secretary of State

All that parcel of land situated in the City of Jersey City, County of Hudson, and State of New Jersey, being designated as Parcel A on Railroad Valuation Map No. Erie-V-1-NJ-ST-2, as revised to January 13, 1975, and being all of the land of the Erie Lackawanna Railway Company, as shown on the Map, which lies southwesterly of the following described line:

Beginning at a point at Station 15+00, more or less, and distant 70 feet, more or less, measured southwardly and at right angles from the centerline of the main freight track, as it was located on December 29, 1975; thence, extending 1060 feet, more or less, northwestwardly along a curve to the right to a point at Station 25+20, more or less, distant 80 feet, more or less, measured southwestwardly and at right angles from said centerline, the point of ending.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6160-1.2.

FILED

AUG 24 1979

DONALD LAN
Secretary of State

All that parcel of land situated in the City of Jersey City, County of Hudson, and State of New Jersey, being designated as Parcel B on Railroad Valuation Map Number Erie-V-1-NJ-ST-2 revised to January 13, 1975, and being all of the land of the Erie Lackawanna Railroad Company, as shown on the Map, which lies northeasterly of the following described line:

Beginning at an angle point in the railroad property line on the centerline of Monmouth Street, near Station 14+70, more or less (as measured along the centerline of former east bound freight track), and which is 235 feet northeasterly and at right angles to the centerline of the main freight track, as it was located on December 29, 1975;

Thence, extending northwestwardly a distance of 40 feet to a point;

Thence, extending southwestwardly and at right angles to the previous course a distance of 40 feet, to a point;

Thence, extending northwestwardly and at right angles to the previous course a distance of 135 feet to a point;

Thence, extending southwestwardly a distance of 50 feet to a point;

Thence, extending northwestwardly a distance of 210 feet to a point;

Thence, extending southwestwardly a distance of 30 feet to a point near Station 19+35, more or less, and 100 feet northeasterly and at right angles to the centerline of the main freight track, the point of ending.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6160-1.2.

F I L E D

AUG 24 1979

DONALD LAN
Secretary of State

B-13a

All that parcel of land situated in the Town of Weehawken, County of Hudson, and State of New Jersey, being designated as Parcel B on Railroad Valuation Map No. Erie-4-NJ-1, as revised to January 13, 1975, and being all of the land of the Erie Lackawanna Railway Company, as shown on the Map, which lies easterly of Park Avenue and northwesterly and westerly of the following described line:

Beginning at a point at Station 185+10, more or less, and 60 feet, more or less, northwesterly and at right angles from the centerline of the original eastbound track, as it was located on December 29, 1975; thence, 540 feet, more or less, northeastwardly, along a curve to the left, and northwardly to a point at Station 191+00, more or less, and 310 feet, more or less, northwesterly and at right angles from the centerline of original eastbound track, the point of ending.

The term "monumented baseline" means the railroad's original valuation chaining station baseline.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6160-4.9.

FILED

AUG 24 1979

DONALD LAN
Secretary of State

All that parcel of land situated in the Town of Weehawken, County of Hudson, and State of New Jersey, being designated as Parcel A on Railroad Valuation Map No. Erie-4-NJ-1, as revised to January 13, 1975, and being all of the land of the Erie Lackawanna Railway Company, as shown on the Map, which lies southwesterly of a viaduct and northwesterly of the following described line:

Beginning at a point on the northwesterly right-of-way line at Station 202+60, more or less, and 125 feet, more or less, northwesterly and at right angles from the centerline of the original eastbound track, as it was located on December 29, 1975; thence, 220 feet, more or less, northeasterly along said right-of-way line, to an angle point in the railroad property line, the point of ending.

The term "monumented baseline" means the railroad's original valuation chaining station baseline.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6160-4.9.

F I L E D

AUG 24 1979

DONALD LAN
Secretary of State

B - 16 Revised

All that parcel of land situated in the Township of North Bergen, County of Hudson, and State of New Jersey, being designated as Parcel B on Railroad Valuation Map No. V-5 N.J. ST-2, as revised to May 12, 1971, and being all of the land of the Erie Lackawanna Railway Company, as shown on the Map, which lies southeasterly of the following described line:

Beginning on the southeasterly line of the 126 foot wide right-of-way, at an angle point in the railroad property line near Station 308+10, more or less; thence, extending northeastwardly parallel to the monumented baseline a distance of 790 feet, more or less, to another angle point in the railroad property line near Station 316+00, the point of ending.

The term "monumented baseline" means the railroad's original valuation chaining station baseline.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6161-5.3.

FILED

AUG 24 1970

DONALD LAN
Secretary of State

All that parcel of land situated in the Township of Kearny, County of Hudson, and State of New Jersey, being designated as Parcel A on Railroad Valuation Map No. V-16-NJ-2a, as revised to November 3, 1975, and being all of the land of the Erie Lackawanna Railway Company, as shown on the Map, which lies westerly of the centerline of Belleville Turnpike and southerly of the following described line:

Beginning on the southerly line of the 170 foot wide right-of-way, at an angle point in the railroad property line near Station 277+53, more or less, and 78 feet southerly and at right angles from the monumented baseline; thence, extending westwardly parallel to said monumented baseline a distance of 335 feet, more or less, to another angle point near Station 280+88, the point of ending.

The term "monumented baseline" means the railroad's original valuation chaining station baseline.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6166-5.4.

F I L E D

AUG 24 1979

DONALD LAN
Secretary of State

All that parcel of land situated in the Township of Kearny, County of Hudson, and State of New Jersey, being designated as Parcel B on Railroad Valuation Map Number V-16-NJ-2a, as revised to November 3, 1975; and being all of the land of the Erie Lackawanna Railway Company, as shown on the Map, which lies westerly of the centerline of Belleville Turnpike and northerly of the following described line:

Beginning on the northerly line of the 170 foot wide right-of-way, at an angle point in the railroad property line near Station 278+30, more or less, and 92 feet northerly and at right angles from the monumented baseline; thence, extending westwardly parallel to said monumented baseline a distance of 330 feet, more or less, to another angle point near Station 281+60, the point of ending.

The term "monumented baseline" means the railroad's original valuation chaining station baseline.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6166-5.4.

F I L E D

AUG 24 1979

DONALD LAN
Secretary of State

Situate in the County of Hudson, State of New Jersey,
being part of the Erie Lackawanna Railway Company's line of
road known as the abandoned Old Newark Branch, which connects
with the Erie Lackawanna Railway Company's New Newark Branch described
in Exhibit A, and being all of the real property in the County lying
in, under, above, along, contiguous to and adjacent to that part of
the line of railroad which lies beyond and initially southerly of
the following described lateral cut line:

Being all the property lying southerly of a line 75 feet
southerly of the centerline of the New Newark Branch at Chaining
Station 354 + 30 to a point 100 feet southerly of said centerline
at Chaining Station 364 + 80 as shown on railroad valuation map
V-16-N.J.-5.

With respect to the above-described property, however,
Consolidated Rail Corporation

- 1) shall retain its present ownership of the right-of-
way of the Kingsland Branch where it passes under
the grade of the property described above, and
- 2) shall retain an easement to operate on and over the
industrial track serving Swift and Company, which
easement shall terminate without the necessity of
notice by either party to the other, on December 31,
1979.

The lateral cut line is identified as Line Code 6166-6.71
in the records of the United States Railway Association.

F I L E D

APR 24 1979

DONALD LAN
Secretary of State

B-19A

All that parcel of land situated in the Town of Kearny, County of Hudson, and State of New Jersey, being designated as Parcel A on Railroad Valuation Map Nos. V-1-127 and 128, as revised to May 22, 1968 and September 16, 1933 respectively; and being all of the land of the Erie Lackawanna Railway Company, as shown on the Map, which lies southwesterly of the southwesterly right-of-way line of the Greenwood Lake Branch of said Company, northeasterly of Bergen Avenue, and southeasterly of the following described line:

Beginning on the southeasterly line of right-of-way of the Harrison Branch, at an angle point in the railroad property line at its intersection with said line of the Greenwood Lake Branch and at Station 151 + 20, more or less, and 100 feet southeasterly and at right angles to the monumented baseline:

Thence, extending southwestwardly parallel and concentric to the monumented baseline a distance of 4570 feet, more or less, to another angle point in the railroad property line on the northeasterly line of Bergen Avenue, the point of ending.

The term "monumented baseline" means the railroad's original valuation chaining station baseline.

The above described parcel or parcels are identified in the records of the United States Railway Association as Line Code 6169-4.4-3.9.

F I L E D

AUG 24 1979

DONALD LAN
Secretary of State

Document No.

EL-CRC-RP-5

Situate in the County of Hudson, State of New Jersey, and being part of the Erie Lackawanna Railway Company's line of railroad which is known as the Boonton Line (Morristown Line) and is described in Exhibit A of this Deed, and being all of the real property in the County lying in, under, above, along, contiguous to and adjacent to that part of the line of railroad which lies beyond and initially easterly of the following described lateral cut line:

Being the westerly portal of the Bergen Tunnels which intersects the monumented baseline at Station 98 + 10, more or less, as shown on Railroad Valuation Map No. V-1-3, as revised to October 15, 1975.

The part of the line of railroad described herein begins at the lateral cut line in West End, and extends to the end of the line at Hoboken Station.

The lateral cut line is identified as Line Code 6801-1.9 in the records of the United States Railway Association.

FILED

AUG 24 1979

DONALD LAN
Secretary of State

EXHIBIT D

D E E D

THIS DEED made the 15th day of September 1978, one thousand nine hundred and seventy-eight (1978).

By and Between

CONSOLIDATED RAIL CORPORATION

unlocated
A corporation organized and existing under the laws of the Commonwealth of Pennsylvania, having an office at Six Penn Center Plaza, Philadelphia, Pennsylvania, 19103, hereinafter referred to as the Grantor

and

THE STATE OF NEW JERSEY

acting by and through
the Commuter Operating Agency of the
New Jersey Department of Transportation

having an office at Market Street and McCarter Highway, Newark, New Jersey, 07101, hereinafter referred to as the Grantee.

WHEREAS, pursuant to the Regional Rail Reorganization Act of

1973, as amended (the "Rail Act"), the Special United States District Court ("Special Court") ordered conveyance to the Grantor of certain New Jersey rail properties designated in the Final System Plan and certified to the Special Court by the United States Railway Association ("USRA"); and

WHEREAS, certain rail properties conveyed to Grantor were designated for possible acquisition by state and transportation authorities pursuant to Section 206(c)(1)(D) of the Rail Act; and

WHEREAS, specific New Jersey rail properties were designated for possible acquisition by the Grantee pursuant to a resolution of USRA Board of Directors dated March 3, 1976; and

WHEREAS, pursuant to Sections 206(c)(1)(D) and 206(d)(5)(C) of the Rail Act, state and transportation authorities were granted an option for 900 days to acquire the designated rail properties, which option expired on September 18, 1978; and

WHEREAS, pursuant to Public Law No. 95-611, 92 Stat. 3090 (1978), said option period was extended to March 31, 1979; and

WHEREAS, pursuant to Sections 206(c)(1)(D) and 206(d)(5)(C) of the Rail Act, on September 15, 1978 and March 31, 1979, the Grantee exercised its option to acquire certain New Jersey rail properties; and

WHEREAS, the Grantor and Grantee have executed a Memorandum of Understanding dated March 30, 1979, concerning these rail properties;

NOW, THEREFORE, the Grantor, for and in consideration of the

sum of the net liquidation value established by USRA for these rail properties plus additions and betterments, in the amount of THREE MILLION FOUR HUNDRED EIGHTY THOUSAND FIVE HUNDRED EIGHTY THREE DOLLARS (\$3,480,583.00) lawful money of the United States of America, unto it well and truly paid by the said Grantee, at or before the sealing and delivery of this Deed, the receipt whereof is hereby acknowledged, does by these presents grant, convey, remise, release and forever quitclaim unto the said Grantee, its successors and assigns:

A. All of the Grantor's right, title and interest, legal and equitable, in and to the real property located in the as described in Exhibit A attached to this deed as a part hereof, together with all of the buildings and improvements thereon and together with all of the appurtenances, hereditaments, franchises, ways, waters, minerals, rights, privileges, improvements, fixtures, licenses, leaseholds, reversions, easements, rights under operating, trackage and joint facility agreements, rents, issues, profits and other interests and items belonging to or in any way appertaining to such real property, including but not limited to all real property items that would properly be recorded in Accounts 1 through 45 and 90 of the Property Accounts prescribed by the Interstate Commerce Commission for Rail Companies in its Uniform System of Accounts, 49 C.F.R. Part 1201, to the extent that such interests and items belong or in any way appertain to such real property, except as those interests and items belong or appertain to the real property hereinafter

reserved and excepted.

B. AND TOGETHER WITH the permanent easements and rights to use, operate, maintain, repair, renew and replace any and all existing railroad facilities necessary or useful in the operation of the lines of railroad and premises hereby conveyed which may be located on Grantor's abutting property, together with the easement of reasonable access over Grantor's property to permit the exercise of the foregoing easements and rights.

RESERVING AND EXCEPTING, HOWEVER, TO THE GRANTOR:

C. An Easement previously set forth in Exhibit 3 of the Memorandum of Understanding between the Grantor and Grantee dated March 30, 1979, as follows:

An easement for the right and license to enter upon and utilize the existing tracks and related operating facilities on the real property conveyed to Grantee for the purpose of performing the Grantor's freight service.

Grantee agrees that Grantor has retained trackage rights for freight operations over real property conveyed to the Grantee pursuant to Section 206(d)(5)(C) and 206(c)(1)(D) of the Regional Rail Reorganization Act of 1973, as amended, 45 U.S.C.A. Section 701 et seq. (the "Act"). These trackage rights are exclusive except to the extent that trackage rights have been provided to third parties pursuant to federal law including but not limited to rights reserved to third parties in the conveyance deeds for these properties which Grantor received from the United States Railway Association ("USRA") as certified by the Special Court pursuant to Section 303(b)(1) of the Act and rights provided to the National Railroad Passenger Corporation in the Off-Corridor Operating Agreement with Conrail executed on April 1, 1976 pursuant to Section 402(a) of the Railroad Passenger Service Act; provided, however, that the Grantee retains its right to use, or permit another party or parties to use, the real property for any purpose, provided that such utilization does not unreasonably interfere with Grantor's trackage rights and, provided further, that the Grantee's retained right shall be of no force and effect to the extent that it

shall have been determined by the USRA, a regulatory body, or a court, subject to a final judicial determination upon timely appeal from a challenge to any such determination, that the trackage rights retained by Grantor are exclusive.

Subject to the foregoing, Grantor's easement shall include the right:

(a) to operate freight trains (including mail and express trains), special trains, cars, locomotives and other on-track equipment;

(b) to occupy and use such portions of stations, buildings and other facilities now upon the real property occupied by Grantor as of the date of this Deed;

(c) to use in conjunction with Grantee the presently existing railroad system telephone cable communications equipment, and facilities now upon the real property (and replacements thereof) and subject to the availability of space in light of the needs of and written approval of Grantee, to construct, operate and maintain such additions to or substitutions for the presently railroad system telephone cable communication equipment and facilities which are reasonably necessary or legally required in connection with the provision of freight service;

(d) to install track connections, with written approval of Grantee, for rail lines and trackage connections now or hereafter owned, leased, controlled or operated by Grantor, contiguous or adjacent to the real property to secure its present or future freight customers or to connect with its rail properties;

(e) to use portions of the maintenance of equipment facilities now upon the real property for the provision of maintenance of equipment service for equipment used in provision of freight service (including mail and express) and special train service;

(f) to have reasonable access over the real property to permit the exercise of the foregoing Easement; and

(g) to assign, transfer or lease any of its right under the Grantor's Easement to third parties with the consent of Grantee.

The exercise of this Easement and right shall be subject to the following terms, provisions, qualifications and limitations:

(i) the operation of passenger trains shall take preference over the operation of trains operated pursuant to the Grantor's Easement;

(ii) in the event that it shall have been determined, whether by agreement of Grantor and Grantee or by a final decision in an appropriate legal forum, that the Grantee's planned use of the real property unreasonably interferes with Grantor's Easement, the Grantee shall have the option at its sole cost of providing Grantor with a reasonable alternative means of exercising its Easement in which event Grantee's planned use shall be deemed not to interfere with Grantor's Easement;

(iii) the Grantor's exercise of its rights under this Easement shall not unreasonably interfere with the Grantee's use or planned use of the real property; provided, however, that in the event that it shall have been determined, whether by agreement of Grantor and Grantee or by a final decision in an appropriate legal forum, that the Grantor's planned use of the real property unreasonably interferes with Grantee's use or planned use of the real property, the Grantor shall have the option at its sole cost of providing Grantee with a reasonably alternative means of permitting Grantee's utilization or planned utilization of the real property in which event Grantor's planned use shall be deemed not to interfere with Grantee's use or planned use.

(iv) Grantor's rights under the Easement shall terminate as to any portion of the real property in the event that Grantor's contract or common carrier freight service is abandoned or is not utilized for Grantor's freight service for a period of four years.

TO HAVE AND TO HOLD the rail property and the easements and rights hereby conveyed to the Grantee, the successors and assigns of the Grantee forever, free and clear of any liens or encum-

brances insofar as said rail property, easements and rights were conveyed to Grantor so free and clear by Grantor's immediate predecessors in title, BUT SUBJECT, HOWEVER, to (i) those easements and rights reserved by the Grantor in Paragraph C above, (ii) the easements and rights reserved and excepted from the conveyance of this real property to the Grantor by the Grantor's immediate predecessors in title; and (iii) all existing easements or agreements of record, public or private, with respect to the real property herein conveyed.

THE GRANTOR HEREBY COVENANTS that the Grantor will perform, execute, acknowledge and deliver any and all such further acts, deeds, assignments and other instruments as may be reasonably requested by the Grantee to convey, confirm, clarify, identify or more precisely described the real property and the easements and rights conveyed by this Deed and to effect the recordation of, or otherwise perfect, this Deed and all such other deeds, assignments and instruments under any applicable statute, ordinance, rule or regulation.

THE GRANTEE HEREBY COVENANTS that the Grantee will perform, execute, acknowledge and deliver any and all such further acts, deeds, assignments and other instruments as may be reasonably requested by the Grantor to confirm, clarify, identify or more precisely described the real property and the easements and rights reserved and excepted from this conveyance or intended so to be in order to carry out the intent of this Deed and to effect

the recordation of, or otherwise perfect, this Deed and all such other deeds, assignments and instruments under any applicable statute, ordinance, rule or regulation.

ALL OF THE COVENANTS of the Grantor and Grantee, respectively, shall be deemed to be real covenants and shall run with the land.

THE words "Grantor" and "Grantee" used herein shall be construed as if they read "Grantors" and "Grantees", respectively, whenever the sense of this instrument so requires and whether singular or plural, such words shall be deemed to include in all cases the successors and assigns of the respective parties.

IN WITNESS WHEREOF, the said Grantor has caused this deed to

be duly executed the day and year first herein written.

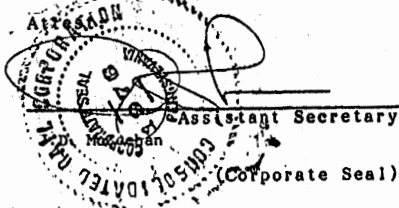
SIGNED, SEALED
AND DELIVERED
in the presence of:

Andrew Mancini

Marian M. Holliday

CONSOLIDATED RAIL CORPORATION
By:

Lawrence A. Huff
Assistant Vice President, Real Estate *FM*
Lawrence A. Huff



ACKNOWLEDGEMENT

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF PHILADELPHIA) SS

ON THIS 4th day of March, A. D. 1981,
before me, a Notary Public authorized to take acknowledgements
and proofs in the Commonwealth of Pennsylvania, County of
Philadelphia, personally appeared Lawrence A. Huff,
to me personally known, who being by me duly sworn, says that he
is Assistant VP - Real Estate of CONSOLIDATED RAIL CORPORATION,
that the seal affixed to the foregoing deed was signed and sealed
on behalf of said Corporation by authority by its Board of
Directors, and he acknowledged that the execution of the fore-
going deed was the free act and deed of said corporation, and
that the full and actual consideration paid for the transfer of
title to realty evidenced by the within deed is \$3,480,583.

James C. H.
Notary Public
Philadelphia, Philadelphia
My commission expires 9/15/89

THIS INSTRUMENT PREPARED BY:

Andrew M. Mancini
Consolidated Rail Corporation
Room 901, 1528 Walnut Street
Philadelphia, Pennsylvania 19102

jrd

EXHIBIT A

To the Deed By and Between

CONSOLIDATED RAIL CORPORATION

and

THE STATE OF NEW JERSEY

The real property described in this Exhibit A was acquired by the State of New Jersey with Title thereto effective as of March 30, 1979.

Maps referred to in the description are on file in the office of New Jersey Transit Corporation, Market Street and McCarter Highway, P.O. Box 10009, Newark, NJ 07101

MORRISTOWN LINE

Line Code 6801

West End (MP 1.9) to Dover (MP 38.5)

All that portion of the right-of-way of railroad of Consolidated Rail corporation known as the Morristown Line and identified as line Code 6801 in the records of the United States Railway Association, situate in the County of Hudson, the County of Essex, the County of Union and the County of Morris, State of New Jersey;

Hudson County:

Beginning at approximately Mile Post 1.9 of said line, at West End in the City of Jersey City, at the present lateral cut line at the easterly line of Skillman Avenue between Consolidated Rail Corporation and the State of New Jersey, being the westerly portal of the Bergen Tunnels, which intersects the monumented baseline at Station 98+40; said lateral cut line is identified as Line Code 6801-1.9 in the records of the United States Railway Association;

Thence, extending in a general westerly direction, passing over the Hackensack River, through Kearny and Harrison, to the Passaic River, being the Hudson County/Essex County line, being also at Station 394+55;

Being the same property conveyed to Consolidated Rail Corporation on April 1, 1976 by Deed from Thomas F. Patton and Ralph S. Tyler, Jr., as Trustees of the Property of Erie Lackawanna Railway Company, Document No. EL-CRC-RP-5 (Hudson County, New Jersey).

(M&E R.R.)

Maps: INJ/3 to 8, inclusive;

Essex County:

Thence, continuing the said Morristown Line, from the Passaic River, the Hudson County/Essex County line, at Station 394+55, in a general northwesterly and southeasterly direction, passing through East Newark, Roseville Avenue, Grove Street, East Orange, Brick Church, Orange, Highland Avenue, Mountain Station, South Orange, Maplewood, Milburn and Short Hills, to the Morris and Essex Turnpike, at Station 988+50, the Essex County/Union County line;

3321 - 1027

Being the same property conveyed to Consolidated Rail Corporation on April 1, 1976 by Deed from Thomas F. Patton and Ralph S. Tyler, Jr., as Trustees of the Property of Erie Lackawanna Railway Company, Document No. EL-CRC-RP-4 (Essex County, New Jersey) and recorded in the office of Secretary of State on October 12, 1978;

(M&E R.R.)
Maps: INJ/8 to 19, inclusive;

Union County:

Thence, continuing the said Morristown Line, from the Morris and Essex Turnpike, at Station 988+50, the Essex County/Union county line, in a southwesterly, westerly and northerly direction, passing through Summit, to the Passaic River, at Station 1177+92, the Union County/Morris County line;

Being the same property conveyed to Consolidated Rail Corporation on April 1, 1976 by Deed from Thomas F. Patton and Ralph S. Tyler, Jr., as Trustees of the Property of Erie Lackawanna Railway Company, Document No. EL-CRC-RP-10 (Union County, New Jersey) and recorded in the office of Secretary of State on October 12, 1978;

(M&E R.R.)
Maps: INJ/19 to 23, inclusive;

Morris County:

Thence, continuing the said Morristown Line, from the Passaic River, at Station 1177+92, the Union County/Morris County line, in a general northwesterly direction, passing through Chatham, Madison, Morris Township, Morristown, Morris Plains, Parsippany-Troy Hills, Mount Tabor and Denville to the Point of Ending, in Dover, at approximately Mile Post 38.5, being also Station 2033+08, at a connection with another line of railroad known as the Boonton Line (and identified as Line Code 6101), including portion of "Rockaway Line" to Station 1800+00 (point of abandonment);

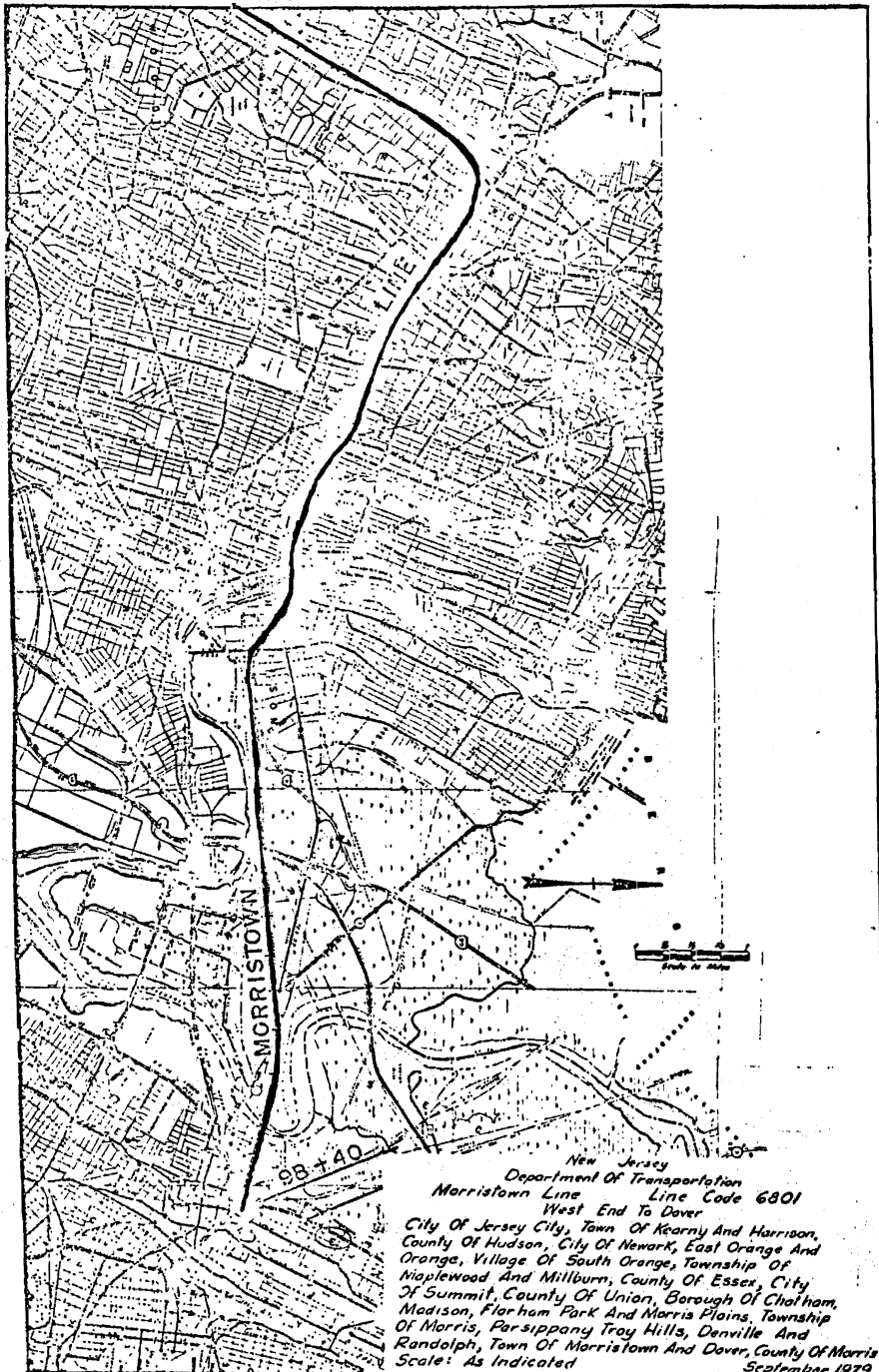
It being understood that Morristown Line (L.C. 6801) Mile Post 36.4 equals Boonton Line (L.C. 6101) Mile Post 34.1.

Being the same property conveyed to Consolidated Rail Corporation on April 1, 1976 by Deed from Thomas F. Patton and Ralph S. Tyler, Jr., as Trustees of the Property of Erie Lackawanna Railway Company, Document No. EL-CRC-RP-6 (Morris County, New Jersey) and recorded in the office of Secretary of State on October 12, 1978;

(M&E R.R.)
Maps: INJ/23 to 43, inclusive.

3321-1028

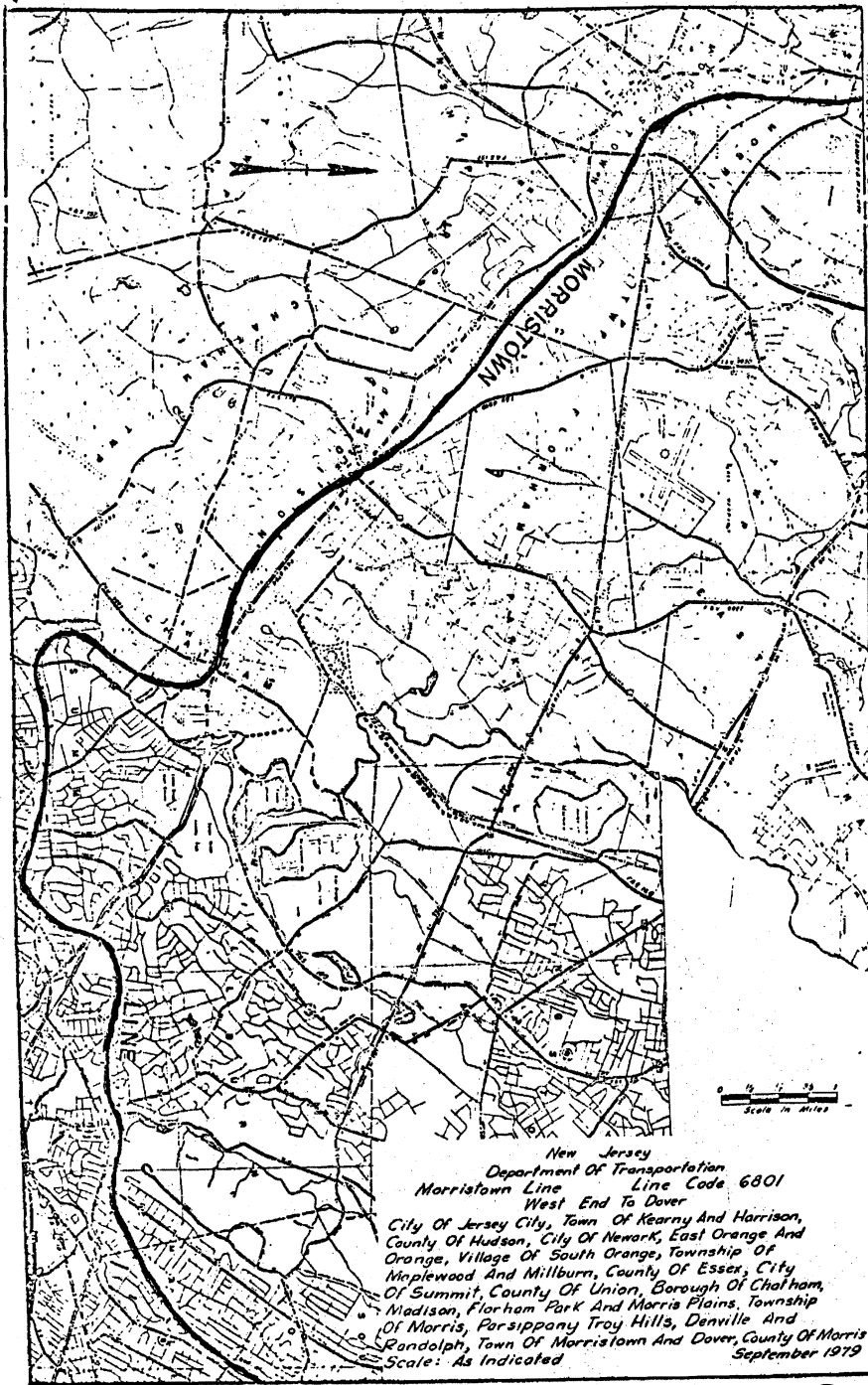
Match Sheet 2



New Jersey
 Department Of Transportation
 Morristown Line Line Code 6801
 West End To Dover
 City Of Jersey City, Town Of Kearny And Harrison,
 County Of Hudson, City Of Newark, East Orange And
 Orange, Village Of South Orange, Township Of
 Maplewood And Millburn, County Of Essex, City
 Of Summit, County Of Union, Borough Of Chatham,
 Madison, Florham Park And Morris Plains, Township
 Of Morris, Parsippany Tray Hills, Danville And
 Randolph, Town Of Morristown And Dover, County Of Morris
 Scale: As Indicated
 September 1979

US 3321 1029





New Jersey
 Department Of Transportation
 Morristown Line Line Code 6801
 West End To Dover

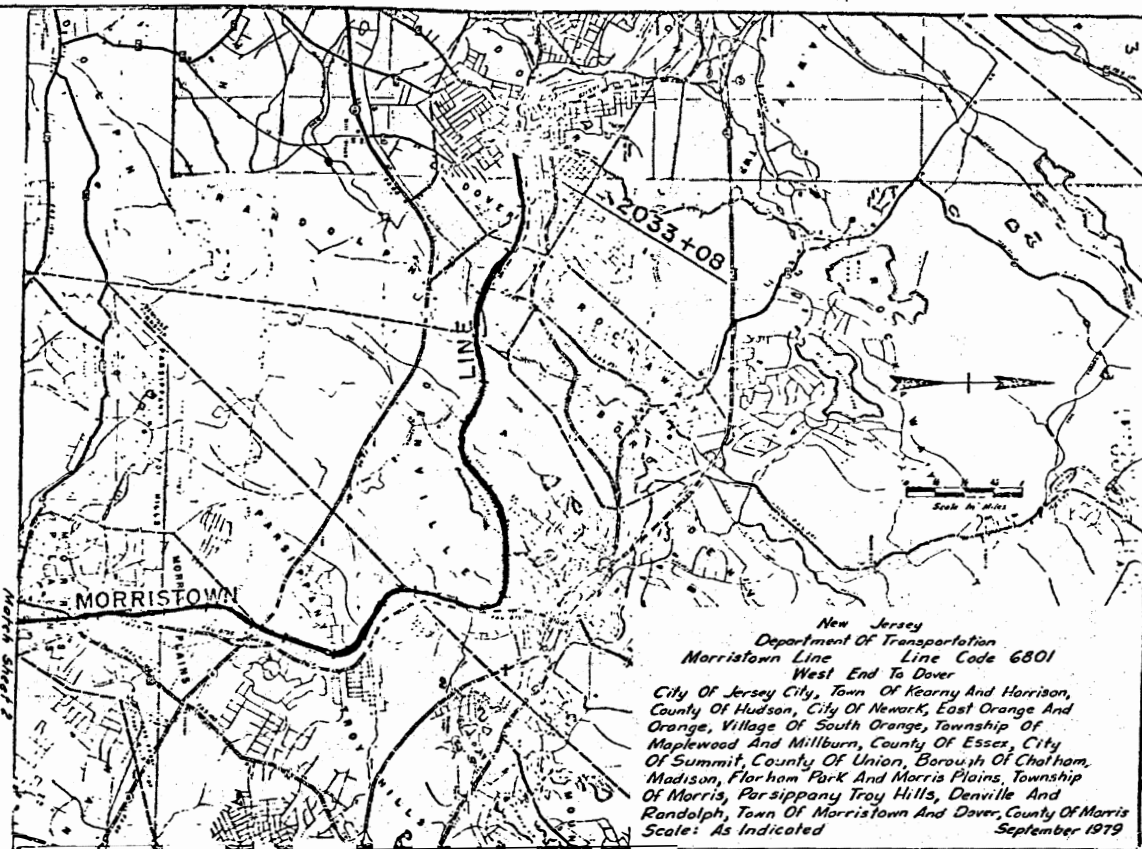
City Of Jersey City, Town Of Kearny And Harrison,
 County Of Hudson, City Of Newark, East Orange And
 Orange, Village Of South Orange, Township Of
 Maplewood And Millburn, County Of Essex, City
 Of Summit, County Of Union, Borough Of Chatham,
 Madison, Florham Park And Morris Plains, Township
 Of Morris, Parsippany Troy Hills, Denville And
 Randolph, Town Of Morristown And Dover, County Of Morris
 Scale: As Indicated
 September 1979

Match Sheet 1

3321-1030

2/3

3321 1031



1901 1838

27-00

1902

CHARGE

Unlocated

RECEIVED
MAY 4 1 30 PM '81
John D. Brown
JOHNSON COUNTY
REGISTER OF DEEDS

1903 1832

EXHIBIT E

ASSESSORS

4
QUITCLAIM DEED

RECEIVED
DATE 8/22/79
JH

Made this 8th day of JUNE, 1979, between
THOMAS F. PATTON and RALPH S. TYLER, JR., as Trustees of the
property of ERIE LACKAWANNA RAILWAY COMPANY, Debtor, having an
office in the Midland Building, Cleveland, Ohio (hereinafter
called the Grantor),

and

LIFSCHULTZ FAST FREIGHT, INC., a Delaware corporation having
its principal place of business at 28 Franklin Street, Chicago,
Illinois, (hereinafter called the Grantee).

WITNESSETH:

That the said Grantor, in consideration of the sum
of Three Hundred Seventy-Five Thousand Dollars (\$375,000.00),
lawful money of the United States of America, in hand well and
truly paid by the said Grantee at or before the ensealing and
delivery of this Deed, receipt whereof is hereby acknowledged,
does hereby remise, release, convey and quitclaim unto the
said Grantee, its successors and assigns, forever, the following
parcel:

1114
Being part of Lot B 2, Block 261, Lot A 2, Block 294
and Lot D 1, Block 294-1/2 on the Tax Map of City of
Jersey City, Hudson County, New Jersey.

BEGINNING at a point in the westerly line of Grove
Street (60 feet wide) said point of beginning being
distant the following course and distances from the
point of intersection formed by the westerly line
of Grove Street (80 feet wide) with the northerly
line of Sixteenth Street (60 feet wide) (a) north
12 degrees 52 minutes 00 seconds east along the
westerly line of Grove Street (80 feet wide) 520
feet to a point in a line which was formerly the
north line of Eighteenth Street (a portion of which
was vacated by Ordinance August 28, 1928) thence (b)
along said line south 77 degrees 10 minutes 00 seconds
east 10 feet to a point in the westerly line of Grove
Street (60 feet wide) thence (c) along said line north
12 degrees 52 minutes 00 seconds east 142.80 feet to
the point of beginning; thence from said point of
beginning said premises herein intended to be con-
veyed is described as follows: (1) along the westerly
line of Grove Street (60 feet wide) north 12 degrees
52 minutes 00 seconds east 138.42 feet to a point dis-
tant 20 feet southerly at right angles from the center
line of the most southerly track crossing over a bridge
over Grove Street; thence (2) north 68 degrees 17

LMR 3283 199

R 8/22/79

ASSES

minutes 50 seconds west parallel to and distant 20 feet at right angles from the center line of said track, 271.36 feet to a point of curve, thence (3) westerly along a curve curving to the left having a radius of 1036.50 feet an arc length distance of 219.50 feet an interior angle of 12 degrees 08 minutes and a chord bearing north 74 degrees 21 minutes 51 seconds west 219.09 feet to a point of compound curve, said point being distant 20 feet southerly and radial from the centerline of said track, thence (4) continuing westerly on a curve to the left having a radius of 1736.18 feet an arc length of 88 feet an interior angle of 2 degrees 54 minutes 15 seconds and a chord bearing north 81 degrees 52 minutes 57.5 seconds west 87.99 feet to a point of tangency said point being distant southerly 20 feet at right angles from the centerline of said track, thence (5) north 83 degrees 20 minutes 05 seconds west parallel to said track 228.58 feet to a point of curvature, thence (6) westerly along a curve curving to the left having a radius of 2125.71 feet an arc length of 55.58 feet an interior angle of 1 degree 29 minutes 53 seconds and a chord bearing north 84 degrees 05 minutes 01.5 seconds west 55.58 feet to a point in the easterly line of Jersey Avenue (80 feet wide) said point also being distant 20 feet southerly and radial from said track, thence (7) south 12 degrees 57 minutes 00 seconds west along the easterly line of Jersey Avenue (80 feet wide) 48.21 feet to a point distant 15 feet northerly and radially from another track which formerly crossed over Jersey Avenue at grade, thence (8) easterly on a curve curving to the right having a radius of 753.945 feet an arc length of 89.46 feet an interior angle of 6 degrees 47 minutes 54 seconds and a chord bearing south 57 degrees 08 minutes 41 seconds east 89.41 feet to a point of tangency said point being distant 15 feet northerly at right angles from said track, thence (9) south 53 degrees 44 minutes 45 seconds east and parallel to said track 87.47 feet to a point of curve, thence (10) easterly on a curve curving to the left having a radius of 2590.56 feet an arc length of 102.635 feet an interior angle of 2 degrees 16 minutes 12 seconds and a chord bearing south 54 degrees 52 minutes 51 seconds east 102.63 feet to a point distant northerly and radially 15 feet from said track, thence (11) south 77 degrees 10 minutes 00 seconds east partially along the northerly line of paved driveway 597.91 feet to the point and place of BEGINNING.

TOGETHER with all and singular the buildings, improvements, ways, woods, waters, watercourses, rights, liberties, privileges, hereditaments and appurtenances to the same belonging or in anywise appertaining.

ASSESSORS

TO HAVE AND TO HOLD said premises unto said Grantee,
its successors and assigns, forever, subject to the following:

Easements and rights to use, operate, maintain, repair, renew, replace, and remove on, under, over, and across the above described property any and all lines, poles, pipes, appliances, equipment, structures, facilities and appurtenances existing on and used or useful as part of any railroad communication, signal or interlocker system or as a part of any electric, telephone, telegraph, water, gas, steam, sanitary sewer, storm sewer or other utility system as of the date of delivery of that certain Deed dated March 31, 1976, captioned EL-CRC-RP-5, and made by Thomas F. Patton and Ralph S. Tyler, Jr., Trustees of the Property of Erie Lackawanna Railway Company, Debtor, to Consolidated Rail Corporation, granting the same to Consolidated Rail Corporation, together with the easement of reasonable access over the above described property to permit the exercise of the foregoing easements and rights, and the easement for lateral support of property conveyed by said Deed.

IN WITNESS WHEREOF, Debtor has caused this deed to be duly signed by its Trustees on the day and year first above written, thereunto duly authorized to so act pursuant to Order No. 743 entered by the United States District Court for the Northern District of Ohio, Eastern Division, in a case captioned, "In Proceedings for the Reorganization of a Railroad" and numbered B72-2838.

Signed, sealed and
acknowledged in the
presence of:

THOMAS F. PATTON & RALPH S. TYLER,
JR., Trustees of the Property of
the ERIE LACKAWANNA RAILWAY
COMPANY, Debtor

(As to T. F. Patton)

M. M. Adams

By: Thomas F. Patton
Thomas F. Patton, Trustee

James K. Brusa

(As to R. S. Tyler, Jr.)

M. M. Adams

By: Ralph S. Tyler, Jr.
Ralph S. Tyler, Jr., Trustee

James K. Brusa

ENC 3283 201

ASSESSORS

STATE OF OHIO }
COUNTY OF CUYAHOGA } ss:

BE IT REMEMBERED, that on this 12th day of June, 1979, before me, the subscriber, a Notary Public, personally appeared THOMAS F. PATTON and RALPH S. TYLER, JR., who I am satisfied are the Trustees of the Property of ERIE LACKAWANNA RAILWAY COMPANY, and are the persons who executed the foregoing instrument; and I having first made known to them the contents of said Indenture, they thereupon acknowledged that they signed and delivered the same as such Trustees and as their voluntary act and deed for the uses and purposes therein set forth, and that the full and actual consideration paid or to be paid for the transfer of title to realty evidenced by the within deed as such consideration is defined in P.L. 1968, C. 49, Sec. 1 (c) is \$375,000.00.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Cleveland, Ohio, the day and year last hereinbefore written.

Geza G. Morvath

GEZA G. MORVATH, Notary Public
State of Ohio - Cuyahoga County
My commission expires May 26, 1984

This instrument prepared by
Robert D. Lackland
Attorney at Law (Ohio)



STATE OF NEW JERSEY
AFFIDAVIT OF CONSIDERATION OR EXEMPTION
(C. 49, P.L. 1968)PARTIAL EXEMPTION
(C. 176, P.L. 1975)

To Be Recorded With Deed Pursuant to C. 49, P.L. 1968 (N.J.S.A. 46:15-5 et seq.)

STATE OF ~~NEW JERSEY~~ Ohio

COUNTY OF Cuyahoga

FOR RECORDER'S USE ONLY

Consideration \$

Ready Transfer Fee \$

Date _____ Ey _____

*Use symbol "C" to indicate that fee is exclusively for County use.

(1) PARTY OR LEGAL REPRESENTATIVE (See Instruction #3)

Ralph S. Tyler, Jr.

being duly sworn according to law upon his oath deposes and says that he is ~~one~~ one of the Trustees of the property of Erie Lackawanna Railway Company, a Debtor in reorganization under Section 77 of the Bankruptcy Laws of the United States

in the deed between Thomas F. Patton and Ralph S. Tyler, Jr., Trustees of the property of Erie Lackawanna Railway Co., Debtor, Room 1306 Midland Bldg., Cleveland, OH 44115

Lifschultz Fast Freight, Inc., 28 Franklin Street, Chicago, Illinois

dated June 8, 1979 and annexed hereto.

(2) OFFICER OF CORPORATE GRANTOR OR CORPORATE GRANTEE (See Instruction #4)

Deponent states that he is the

(Title of Corporate Officer)

of _____, and that he is fully acquainted with the business of said corporation and knows the actual and full consideration paid or to be paid for the transfer of the premises described in the deed annexed hereto.

(3) OFFICER OF TITLE COMPANY OR LENDING INSTITUTION (See Instruction #5)

Deponent states that he is the

(Title)

participating in the deed transaction herein described and that he knows the actual and full consideration paid or to be paid for the transfer of title to the premises described in the deed annexed hereto.

(4) CONSIDERATION (See Instruction #6)

Deponent states that, with respect to deed hereto annexed, the actual amount of money and the monetary value of any other thing of value constituting the entire compensation paid or to be paid for the transfer of title to the lands, tenements or other realty, including the remaining amount of any prior mortgage to which the transfer is subject or which is to be assumed and agreed to be paid by the grantee and any other lien or encumbrance thereon not paid, satisfied or removed in connection with the transfer of title is \$375,000.00

(5) LOCATION OF PROPERTY

Deponent states that the real property transferred by the deed annexed hereto is located in City of Jersey City, New Jersey

(Taxing District(s))

and Hudson County

(County(s))

(6) EXEMPTION FROM FEE (Complete only if exemption from fee or any part thereof is claimed.)

CHECK APPROPRIATE BLOCK BELOW.

Deponent claims that this deed transaction was exempt from the ready transfer fee imposed by C. 49, P.L. 1968 ☒ (See Instruction #7) or is exempt from the increased fee imposed by C. 176, P.L. 1975 ☐ (See Instruction #8) for the following reason(s): Grantors are trustees in bankruptcy duly appointed and serving by Order of the United States District Court, Northern District of Ohio, Eastern Division in proceedings docket No. 872-283.

Deponent makes affidavit to induce the County Clerk or Register of Deeds to record the deed and accept the fee submitted herewith in accordance with the provisions of C. 49, P.L. 1968.

Subscribed and Sworn to before me

1906 Midland Building
Cleveland, Ohio 44115

Address of Deponent

FOR OFFICIAL USE ONLY

This space for use of County Clerk or Register of Deeds.

Instrument Number _____ County _____

Deed Number _____ Book _____ Page _____

Deed Dated _____ Date Recorded _____

IMPORTANT - BEFORE COMPLETING THIS AFFIDAVIT, PLEASE READ THE INSTRUCTIONS ON THE REVERSE SIDE HEREOF.

This form is prescribed by the Director, Division of Taxation in the Department of the Treasury, as required by law, and may not be altered or amended without the approval of the Director.

ORIGINAL - White copy to be retained by County.

DUPLICATE - Yellow copy to be forwarded by County to Division of Taxation, pursuant to N.J.A.C. 18:16-8.72.

SEAL OF COUNTY CLERK OF CUYAHOGA COUNTY, OHIO
My commission expires May 20, 1984

LIB 3283 203

THOMAS F. PATTON and RALPH S. TYLER, JR., as Trustees of the
property of ERIE LACKAWANNA RAILWAY COMPANY

and

LIFSCHWITZ FAST FREIGHT, INC.

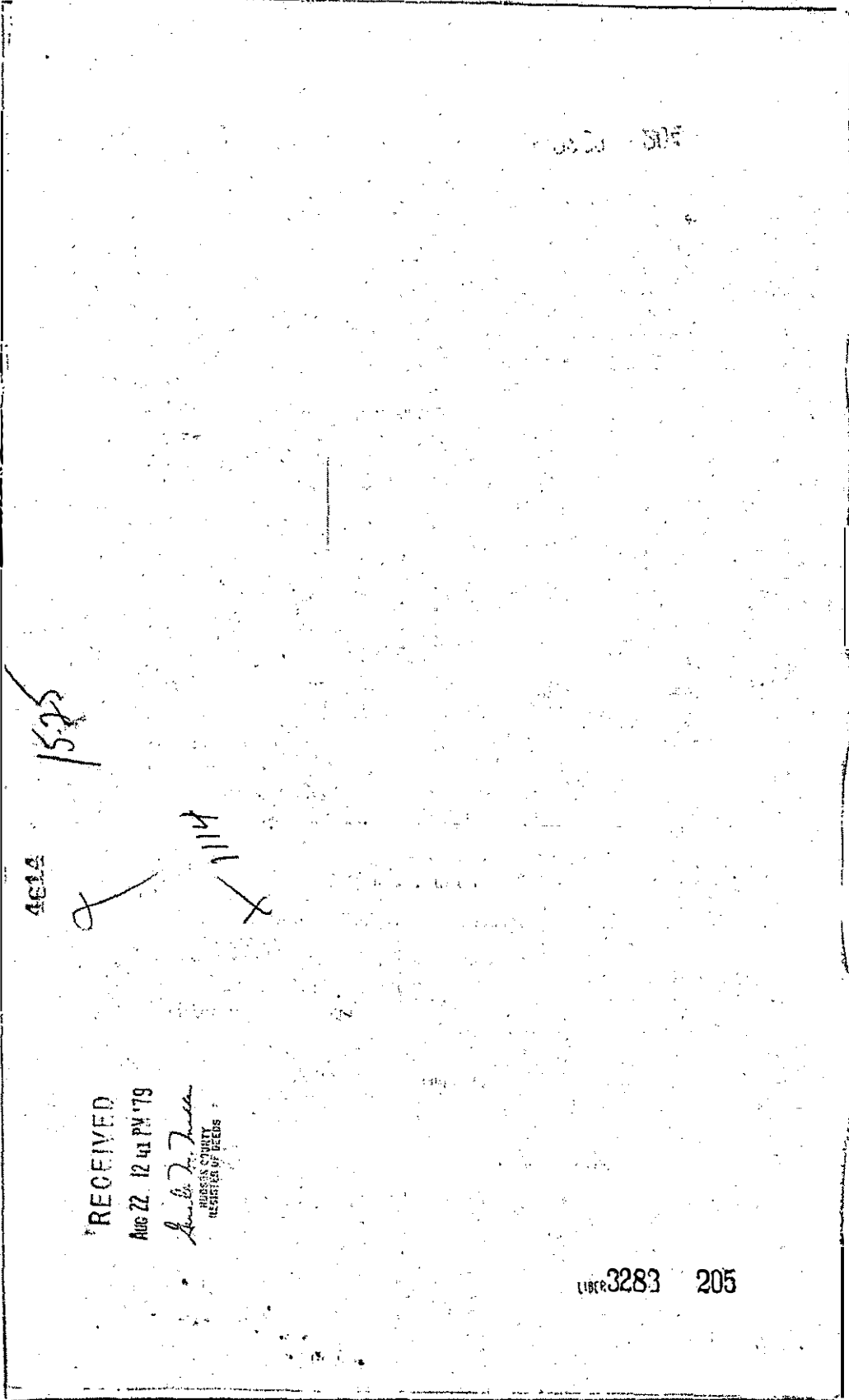
QUITCLAIM DEED

Date: June 8, 1979

RECORD & RETURN TO:

SPITZER & FELDMAN P.C.
745 Fifth Avenue
New York, NY 10022

INDEXED 3283 204



100-201-205

1525

461A

7

1114

RECEIVED

AUG 22 12 41 PM '79

Amelia J. Jones
CLERK OF DEEDS

LIBER 3283 205

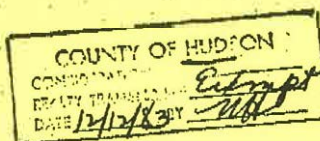
EXHIBIT F

2191-82-3195

Hoboken Connecting Track

Deed for
New Jersey Property
12/30/82

RETURN TO:
Title Bureau
Department of Transportation
1035 Parkway Avenue
CN 600
Trenton, NJ 08625



ASSESSORS 3

QUITCLAIM DEED

THIS QUITCLAIM DEED, made the 31st day of December,
1982,

By and Between

✓
CONSOLIDATED RAIL CORPORATION

A corporation organized and existing under the laws
of the Commonwealth of Pennsylvania, having an office at Six
Penn Center Plaza, Philadelphia, Pennsylvania, 19103, herein-
after referred to as the Grantor,

and

✓
NEW JERSEY TRANSIT CORPORATION

A body corporate and politic and an instrumentality
of the State of New Jersey, having an office at McCarter High-
way and Market Street, Newark, New Jersey, 07101, hereinafter
referred to as the Grantee.

WHEREAS, the Rail Passenger Service Act ("RPSA")
and the Northeast Rail Service Act of 1981 ("NERSA") require

Prepared by:
(N.J.S.A. 46:15-13)

Alice S. Thiele
(Print signer's name below signature)
Alice S. Thiele

3397 515

2191-82-3195

that a transfer agreement be entered into between Grantor and Grantee; and

WHEREAS, Grantor and Grantee have entered into a certain transfer agreement ("the Transfer Agreement") dated as of September 1, 1982; and

WHEREAS, the Transfer Agreement provides that Grantor shall transfer this property to Grantee; and

WHEREAS, this is a transfer pursuant to Sections 1137 and 1153 of NERSA; and

WHEREAS, as used herein, the following additional terms shall have the meaning specified in this recital:

(1) "Abandonment" shall mean, in the case of Grantor, the formal abandonment of Freight Service (as herein-after defined); and, in the case of Grantee, the permanent cessation of all Commuter Service (as hereinafter defined);

(2) "Commuter Service" shall mean the operation of Grantee's commuter rail service;

(3) "Freight Service" shall mean the operation by Grantor, its successors in interest or its assignees, independent contractors or agents, of contract or common carrier freight service, including but not limited to operation of freight trains (including mail and express trains), special cars, locomotives and other on-track equipment.

NOW, THEREFORE, the said Grantor, for and in consideration of the sum of ONE DOLLAR (\$1.00), unto it well and truly paid by the said Grantee, at or before the sealing and delivery

2191-82-3195

of these presents, the receipt whereof is hereby acknowledged, does by these presents remise, release and forever Quitclaim unto the said Grantee, its successors and assigns, all of the Grantor's right, title and interest, legal and equitable, in and to the real property located in the County of Hudson, State of New Jersey, as more particularly described in Exhibit A attached to this Quitclaim Deed as a part hereof, subject, however, to the restrictions set forth on Exhibit A.

TOGETHER WITH all of the improvements, appurtenances, hereditaments, franchises, ways, waters, minerals, rights, privileges, fixtures, licenses, leaseholds, reversions, easements, rents, issues, and profits thereunto appertaining, including but not limited to all real property interests and items that would properly be recorded in Accounts 1 through 45 and 90 of the Property Accounts prescribed by the Interstate Commerce Commission for Railroad Companies in its Uniform System of Accounts, 49 C.F.R. Part 1201, to the extent that such interests and items belong or in any way appertain to such real property, except as those interests and items belong or appertain to the real property herein excepted.

AND TOGETHER WITH those easements set forth on Exhibit A hereto.

RESERVING AND EXCEPTING, HOWEVER, TO THE GRANTOR, ITS SUCCESSORS AND ASSIGNS:

2191-82-3195

A perpetual, irrevocable, exclusive easement for Freight Service (including trackage rights) which does not unreasonably interfere with commuter operations, provided, however, that (1) such easement shall be assignable for such purposes only to (a) Grantor's successors in interest or (b) Grantor's assignees, independent contractors or agents which operate such Freight Service or any part thereof; (2) the use of such easement shall be in accordance with and subject to the terms and conditions set forth in a certain trackage rights agreement entered into or to be entered into by and between Grantor and Grantee pursuant to Section 9.01 of the Transfer Agreement; and (3) such easement shall automatically terminate upon the Abandonment of Freight Service.

AND FURTHER RESERVING AND EXCEPTING, HOWEVER, TO THE GRANTOR, ITS SUCCESSORS AND ASSIGNS, those easements set forth on Exhibit A hereto.

TO HAVE AND TO HOLD all and singular the real property hereby transferred, together with the appurtenances, unto the Grantee, its successors and assigns forever, reserving and excepting as aforesaid.

Grantor covenants that: (1) the real property described in Exhibit A hereto is free and clear of any and all liens, claims and encumbrances of any kind resulting from or arising out of Grantor's acts or omissions during the period

2191-82-3195

Grantor was in possession of or held title to such real property with the exception of (a) those items set forth in this Quitclaim Deed and (b) those items set forth in Section 2.04 (b)(ii) of the Transfer Agreement; and (2) none of the items set forth in Section 2.04(b)(ii) of the Transfer Agreement, either individually or in the aggregate, has or will have a materially adverse effect on Grantee's ability to operate Commuter Service. Grantee agrees that any and all claims against Grantor arising under this covenant shall be subject to and limited by the terms of the Transfer Agreement.

All of the covenants of the Grantor and Grantee respectively shall be deemed to be real covenants and shall run with the land.

The words "Grantor" and "Grantee" used herein shall be construed as if they read "Grantors" and "Grantees," respectively, whenever the sense of this instrument so requires and,

2191-82-3195

whether singular or plural, such words shall be deemed to include in all cases the successors and assigns of the respective parties, unless the contrary is specifically indicated herein.

IN WITNESS WHEREOF, the said Grantor has caused this Quitclaim Deed to be duly executed the day and year first above written.

SEALED AND DELIVERED
in the Presence of Us:

CONSOLIDATED RAIL CORPORATION

Susan L. Bassett
Susan L. Bassett

By:

Richard C. Sullivan
Richard C. Sullivan
Its: Vice President,
Passenger Services

Susan L. Bassett
Susan L. Bassett

ATTEST:

Judy Coleridge
Judy Coleridge
Assistant Secretary

[CORPORATE SEAL]

The Grantee joins in and accepts this Quitclaim Deed and agrees to be bound by the terms and conditions hereof.

WITNESS:

NEW JERSEY TRANSIT CORPORATION

Susan L. Bassett
Susan L. Bassett

By:

George Warrington
George Warrington
Its: Assistant Executive Director

Susan L. Bassett
Susan L. Bassett

ATTEST:

John C. Tone
John C. Tone
Its: Director of Financial
Administration

[CORPORATE SEAL]

3297 520

2191-82-3195

ACKNOWLEDGMENT

COMMONWEALTH OF PENNSYLVANIA :

: ss

COUNTY OF PHILADELPHIA :

On this 31st day of December, 1982,
before me, a Notary Public authorized to take acknowledgements
and proofs in the Commonwealth of Pennsylvania, County of Phil-
adelphia, personally appeared Richard C. Sullivan, who, being
by me duly sworn, deposes and makes proof to my satisfaction
and acknowledges that he is Vice President, Passenger Services,
of Consolidated Rail Corporation, the Corporation named in the
foregoing Quitclaim Deed, that the execution as well as the
making of the Quitclaim Deed has been duly authorized by a
proper resolution of the Board of Directors of said Corpora-
tion, that the seal affixed to the foregoing Quitclaim Deed is
the proper corporate seal and was thereto affixed and the fore-
going Quitclaim Deed was signed, sealed, and delivered as and
for the voluntary act and deed of said Corporation, and that
the full and actual consideration paid or to be paid for the
transfer of real property evidenced by the foregoing Quitclaim
Deed, as such consideration is defined in P.L. 1968, c. 49,
Sec. 1(c), is \$1.00.

Carol Lee Cuthbert
(A Notary Public of the Common-
wealth of Pennsylvania)

My Commission Expires:

(Notarial Seal)



3397 521

2191-82-3195

ACKNOWLEDGMENT

COMMONWEALTH OF PENNSYLVANIA : ss
COUNTY OF PHILADELPHIA :

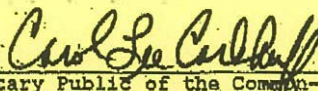
On this 31st day of DECEMBER, 1984

before me, a Notary Public authorized to take acknowledgments and proofs in the Commonwealth of Pennsylvania, County of Philadelphia, personally appeared GEORGE WARRINGTON, who, being by me duly sworn, deposes and makes proof to my satisfaction and acknowledges that he is ASSISTANT EXECUTIVE DIRECTOR of the New Jersey Transit Corporation, the Grantee Corporation named in the foregoing Quitclaim Deed, that the joinder in and acceptance of the foregoing Quitclaim Deed has been duly authorized by a proper resolution of the Board of Directors of said Corporation, that the seal affixed to the foregoing Quitclaim Deed is the proper corporate seal and was thereto affixed and the foregoing Quitclaim Deed was signed, sealed, joined in and accepted as and for the voluntary act and deed of said Corporation, and that the full and actual consideration paid or to be paid for

3297 522

2191-82-3195

the transfer of real property evidenced by the foregoing Quit-
claim Deed, as such consideration is defined in P.L. 1968,
c.49, Sec. 1(c), is \$1.00.

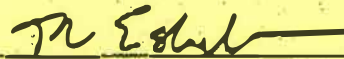

(A Notary Public of the Common-
wealth of Pennsylvania)

My Commission Expires:

(Notarial Seal)

CAROL LEE CARLUCCI
Notary Public, Phila. Phila. Co.
My Commission Expires Jan. 6, 1988

This instrument prepared by:


Thomas R. Esheleman
1719 Packard Building
Philadelphia, Pennsylvania 19102
(215) 988-2000

3397 523

2191-82-3375

Weehawken/Morristown Line
Hoboken Connecting Track
12/30/82EXHIBIT A

ALL those three parcels of land hereinafter described situate in the City of Jersey City, Hudson County, New Jersey, as specifically illustrated on survey plans prepared by Paul J. Emilius, Licensed Surveyor, dated August 1982, attached hereto and made part hereof:

PARCEL NO. 1 - Being Parcel No. 124 as indicated on said plats of survey:

1064
C

BEGINNING at a point being the intersection of the southerly line of Hoboken Avenue (80' wide) with the westerly line of Jersey Avenue (80' wide) and running from said beginning point, thence (1) South $06^{\circ} 16' 35''$ West, 233.94' along the westerly line of Jersey Avenue to a point, thence (2) westerly on a curve to the left having a radius of 795.00' for an arc length of 229.83' and having a chord of North $81^{\circ} 45' 57''$ West, 229.03' and running along the northerly line of lands of N/F Harbourside Development Company to a point of compound curvature, thence (3) westerly on a curve to the left having a radius of 965.00' for an arc length of 205.99' and having a chord of South $83^{\circ} 50' 13''$ West, 205.60' and still running along the same to a point in the centerline of vacated Coles Street, thence (4) North $05^{\circ} 56' 22''$ East, 19.58' along said centerline also being the easterly line of lands of N/F La Sasso to a point, thence (5) South $77^{\circ} 30' 21''$ West, 10.05' along the northerly line of lands of N/F La Sasso to a point, thence (6) South $12^{\circ} 29' 39''$ East, 1.50' along the easterly line of same to a point, thence (7) southwesterly, on a curve to the left having a radius of 636.00' for an arc length of 445.14' having a chord of South $57^{\circ} 27' 19''$ West, 436.11' running along the northwest line of lands of N/F La Sasso and lands of N/F Ogden Realty to a point, thence (8) North $39^{\circ} 09' 54''$ West, 9.13' along the northeasterly line of lands of N/F Ogden Realty to a point, thence (9) North $43^{\circ} 33' 58''$ East, 295.91' along a line through lands of Conrail to a point, thence (10) South $46^{\circ} 58' 06''$ East, 11.34' along the southwest-erly line of same to a point, thence (11) North $71^{\circ} 25' 19''$ East, 93.57' along the southerly line of same to a point of curvature, thence (12) on a curve to the right having a radius of 664.00' for an arc length of 68.92' having a chord of North $74^{\circ} 31' 56''$ East, 68.89' still along the same to a point, thence (13) South $12^{\circ} 29' 39''$ East, 1.50' along the westerly line of same to a point, thence (14) North $77^{\circ} 30' 21''$ East, 28.50' along the southerly line of same to a point, thence (15) North $18^{\circ} 34' 41''$ West, 38.50' along the easterly line of same to a point on the southerly sideline of aforementioned Hoboken Avenue, thence (16) North $71^{\circ} 25' 19''$ East, 346.58' along said southerly sideline to an angle point in same, thence

2191-82-3375

12/30/82

ASSESSORS

(17) North 77° 52' 19" East, 128.64' still along the same to the point and place of beginning.

CONTAINING 1.6805 acres.

PARCEL NO. 2 - Being Parcel No. 141 as indicated on said plats of Survey:

1121
 BEGINNING at a point on the easterly line of Jersey Avenue (80' wide) said point being North 06° 16' 35" East, 335.95' from the northerly side of former 18th Street, said point also being northerly 20' measured radially from the centerline of an existing track, thence (1) easterly, on a curve to the right having a radius of 2165.71' for an arc length of 50.86' through lands of Conrail along a 20' offset line north of the aforementioned existing track to a point of tangency, thence (2) South 89° 59' 31" East, 228.58' still through the same and along said 20' offset line to a point of curvature, thence (3) on a curve to the right having a radius of 1524.16' for an arc length of 400.02' still along the same to a point of tangency, thence (4) South 74° 57' 16" East, 182.37' still through the same to a point on the westerly line of Grove Street (60' wide), thence (5) South 06° 11' 54" West, 47.57' along the westerly line of Grove Street crossing said certain track to a point southerly 20' when measured perpendicular from said centerline of existing track, thence (6) North 74° 57' 16" West, 271.36' along the northerly line of lands of N/F Lifschultz Fast Freight, Inc. also being a line parallel to and measured southerly 20' perpendicular from the centerline of said existing track to a point of curvature, thence (7) on a curve to the left having a radius of 1036.50' for an arc length of 219.50', still along the same and along said 20' offset line to a point of compound curvature, thence (8) on a curve to the left having a radius of 1736.18' for an arc length of 88.00', still along the same and along said 20' offset line to a point of tangency, thence (9) North 89° 59' 31" West, 228.58' still along the same and along said 20' offset line to a point of curvature, thence (10) on a curve to the left, having a radius of 2125.71' for an arc length of 55.26' still along the same and along said 20' offset line to a point on the easterly side of Jersey Avenue, thence (11) North 06° 16' 35" East, 40.36' along the easterly side of Jersey Avenue crossing said certain existing track to the point and place of beginning.

CONTAINING 0.8385 acres.

2191-82-3375

12/30/82

PARCEL NO. 3 - Being Parcel No. 143 as indicated on said plats of Survey:

1123
C
BEGINNING at a point on the easterly side of Grove Street (60' wide) said point being North 06° 11' 54" East, 316.68' from the intersection of the easterly side of Grove Street with the northerly line of 18th Street (60' wide) and running from said beginning point, thence (1) South 74° 57' 16" East, 77.87' through lands of Conrail to a point of curvature, thence (2) on a curve to the right with a radius of 568.99' for an arc length of 375.27' through lands of Conrail to a point in the westerly line of Henderson Street (60' wide), thence (3) South 06° 15' 42" West, 63.69' along the westerly line of Henderson Street crossing two tracks to a point being 20' southerly when measured perpendicular to the centerline of the near track, thence (4) North 38° 11' 21" West, 37.74' along the northerly line of lands of N/F Berritto & DeMarco, which is a line parallel to and 20' measured perpendicular to the centerline of said track to a point of curvature, thence (5) on a curve to the left having a radius of 583.28' for an arc length of 374.27' still along the same and along said 20' offset line to a point of tangency, thence (6) North 74° 57' 16" West, 50.79' still along the same and said 20' offset line to a point on the easterly line of Grove Street, thence (7) North 06° 11' 54" East, 44.82' along the easterly line of Grove Street to the point and place of beginning.

CONTAINING 0.4860 acres.

RESERVING and excepting to Grantor an easement over trackage conveyed as required to provide freight service to Union Cold Storage Company, its successors and assigns.

MUNICIPALITY OF Hoboken

BLOCK NO.	331	LOT NO.	3
	226.5		1
	294.5		03
	19		7(part)

NC 1845—AFFIDAVIT OF CONSIDERATION
HTF-1 (Rev. 1/1/81)

STATE OF NEW JERSEY
AFFIDAVIT OF CONSIDERATION OR EXEMPTION
(c. 49, P.L. 1968)

ALL-STATE LEGAL SUPPLY CO.
One East Morris Drive, Cranford, N. J. 07016
DGRVET-1

PARTIAL EXEMPTION
(c. 176, P.L. 1975)

To Be Recorded With Deed Pursuant to c. 49, P.L. 1968 (N.J.S.A. 46:15-5 et seq.)

STATE OF NEW JERSEY

COUNTY OF ESSEX

FOR RECORDER'S USE ONLY

Consideration \$ _____
Realty Transfer Fee \$ Exempt
Date 12/22/83 By MS
*Use symbol "C" to indicate that fee is exclusively for county use.

(1) PARTY OR LEGAL REPRESENTATIVE (See Instructions #3, 4 and 5 on reverse side)

Deponent, Alice S. Thiele, being duly sworn according to law upon his/her oath deposes and says that he/she is the Legal Representative
(State whether Grantee, Grantor, Legal Representative, Corporate Officer, Officer of Public Co., Lending Institution, etc.)
in a deed dated December 31, 1982 transferring real property identified as Block No. _____
Lot No. _____ Located at SEE EXHIBIT A TO DEED
(Owner Address as Mailed/Plotted, County) _____ and annexed hereto.

(2) CONSIDERATION (See Instruction #6)

Deponent states that, with respect to deed hereto annexed, the actual amount of money and the monetary value of any other thing of value constituting the entire compensation paid or to be paid for the transfer of title to the lands, tenements or other realty, including the remaining amount of any prior mortgage to which the transfer is subject or which is to be assumed and agreed to be paid by the grantee and any other lien or encumbrance thereon not paid, satisfied or removed in connection with the transfer of title is \$ 1.00

(3) FULL EXEMPTION FROM FEE Deponent claims that this deed transaction is fully exempt from the Realty Transfer Fee imposed by c. 49, P.L. 1968, for the following reason(s): Explain in detail. (See Instruction #7.) Mere reference to exemption symbol is not sufficient.

The deed is to an instrumentality, agency or subdivision of the State of
New Jersey.

(4) PARTIAL EXEMPTION FROM FEE NOTE: All boxes below apply to grantor(s) only. ALL BOXES IN APPROPRIATE CATEGORY MUST BE CHECKED. Failure to do so will void claim for partial exemption. (See Instruction #8)

Deponent claims that this deed transaction is exempt from the increased portion of the Realty Transfer Fee imposed by c. 176, P.L. 1975 for the following reason(s):

- a) **SENIOR CITIZEN** (See Instruction #8)
☐ Grantor(s) 62 yrs. of age or over.*
☐ One or two-family residential premises.
☐ Owned and occupied by grantor(s) at time of sale.
☐ No joint owners other than spouse or other qualified exempt owners.
- b) **BLIND** (See Instruction #8)
☐ Grantor(s) legally blind.*
☐ One or two-family residential premises.
☐ Owned and occupied by grantor(s) at time of sale.
☐ No joint owners other than spouse or other qualified exempt owners.
- c) **DISABLED** (See Instruction #8)
☐ Grantor(s) permanently and totally disabled.*
☐ One or two-family residential premises.
☐ Receiving disability payments.
☐ Owned and occupied by grantor(s) at time of sale.
☐ Not gainfully employed.
☐ No joint owners other than spouse or other qualified exempt owners.
- *IN THE CASE OF HUSBAND AND WIFE, ONLY ONE GRANTOR NEED QUALIFY.
- d) **NEW CONSTRUCTION** (See Instruction #8)
☐ Entirely new improvement.
☐ Not previously used for any purpose.
☐ Not previously occupied.

Deponent makes affidavit to induce the County Clerk or Register of Deeds to record the deed and accept the fee submitted herewith in accordance with the provisions of c. 49, P.L. 1968.

Subscribed and Sworn to before me

this 23rd day of NOVEMBER, 1983

Barbara M. Lundy
COUNTY CLERK OF NEW JERSEY

My Commission Expires 5/22/89

Alice S. Thiele
Name of Deponent

Alice S. Thiele
New Jersey Transit Corporation
1000 Highway & Market Street
Newark, New Jersey 07101

FOR OFFICIAL USE ONLY This space for use of County Clerk or Register of Deeds.

Instrument Number _____ County _____
Deed Number _____ Book _____ Page _____
Deed Dated _____ Date Recorded _____

IMPORTANT - BEFORE COMPLETING THIS AFFIDAVIT, PLEASE READ THE INSTRUCTIONS ON THE REVERSE SIDE HEREOF.

This form is prescribed by the Director, Division of Taxation in the Department of the Treasury, as required by law, and may not be altered or amended without the approval of the Director.

ORIGINAL - White copy to be retained by County.

DUPLICATE - Yellow copy to be forwarded by County to Division of Taxation, pursuant to N.J.A.C. 17:16-5.12.

TRIPPLICATE - Pink copy is your file copy.

WHITE AND YELLOW COPIES MUST BE SUBMITTED WITH DEED TO COUNTY RECORDING OFFICE

3397 527

RECEIVED
FBI DEC 12 2018
FEDERAL BUREAU OF INVESTIGATION
RECEIVED

X
X
X
1064
1121
1123

CHARGE

7420

24-

3397 528

EXHIBIT G



20120712010053668 1/5
 07/12/2012 01:06:10 PM DEED
 Bk: 8869 Pg: 288
 Pamela E. Gardner
 Hudson County, Register of Deeds
 Receipt No. 594417

A COPY OF THIS DEED
 HAS BEEN SENT TO ASSESSOR'S OFFICE

Prepared by:

[Fill-in name]

DEED

Record and Return to:
 MADISON TITLE AGENCY, LLC
 COMMERCIAL DEPT
 1125 OCEAN AVE.
 LAKEWOOD, NJ 08701
 MRANJ-075148

20120712010053668
 7/12/2012 1:06:00 PM
 Consideration: \$11,030,000.00
 Exempt Code: Regular
 County: \$11,000.00 State: \$27,500.00
 NJMRTF: \$16,275.00 PHRF: \$5,500.00
 BOR: \$24,800.00 General: \$45,400.00
 Buyer's Fee: \$ 00
 Total RTF: \$139,575.00

THIS DEED is made the 12th day of June, 2012,

BETWEEN

HOLLAND PARK, LLC, a New Jersey limited liability company, formerly known as Millennium Towers, LLC, having its principal office at 534 Broadway, Bayonne, New Jersey 07030, referred to herein as Grantor,

AND

HOLLAND PARK OWNER, LLC, a Delaware limited liability company, having an address at c/o Robert Martin Company, LLC, 100 Clearbrook Road, Elmsford, New York 10523, referred to herein as Grantee. The words "Grantor" and "Grantee" shall mean all Grantors and all Grantees listed above.

Transfer of Ownership. The Grantor grants and conveys (transfers ownership of) the real property described below to the Grantee. This transfer is made for the sum of ELEVEN MILLION AND 00/100 DOLLARS (\$11,000,000.00). The Grantor acknowledges receipt of this money.

Tax Map Reference. (N.J.S.A. 46:15-2.1) Municipality of City of Jersey City
 Block No. 6002, Lot No. 7 Account No:

___ No property tax identification number is available on the date of the deed. (Check if applicable)

Property. The property consists of the land and all the buildings and structures on the land in the City of Jersey City, County of Hudson and State of New Jersey. The legal description is:

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF JERSEY CITY, COUNTY OF HUDSON, AND STATE OF NEW JERSEY, AND IS DESCRIBED AS FOLLOWS:

BEGINNING at a point in the westerly line of Grove Street (60 feet wide) said point of beginning being distant the following course and distances from the point of intersection formed by the westerly line of Grove Street (60 feet wide) with the northerly line of Sixteenth Street (80 feet wide);

a) North 12 degrees 52 minutes 00 seconds East along the westerly line of Grove Street (60 feet wide) a distance of 520.00 feet to a point in a line which was formerly the northerly line of Eighteenth Street (a portion of which was vacated by Ordinance August 28, 1928); thence

b) along said line South 72 degrees 10 minutes 00 seconds East, 10.00 feet to a point in the westerly line of Grove Street (60 feet wide); thence

c) along said line North 12 degrees 52 minutes 00 seconds East, a distance of 142.80 feet to the point of BEGINNING; thence from said point of beginning said premises herein intended to be conveyed is described as follows:

L-3 S-4 90-6 pg-103
 3/24/12

A COPY OF THIS DEED
HAS BEEN SENT TO ASSESSOR'S OFFICE

- 1) Along the westerly line of Grove Street (80 feet wide) North 12 degrees 52 minutes 00 seconds East 138.42 feet to a point distant 20.00 feet southerly at right angles from the center line of the most southerly track crossing over a bridge over Grove Street; thence
- 2) North 68 degrees 17 minutes 50 seconds West, parallel to and distant 20.00 feet at right angles from the center line of said track, a distance of 271.36 feet to a point of curve; thence
- 3) Westerly along a curve curving to the left having a radius of 1036.50 feet an arc length distance of 219.50 feet an interior angle of 12 degrees 08 minutes and a chord bearing North 74 degrees 21 minutes 51 seconds West, 219.09 feet to a point of compound curve, said point being distant 20.00 feet southerly and radial from the centerline of said track; thence
- 4) Continuing westerly on a curve to the left having a radius of 1736.18 feet an arc length of 88.00 feet an interior angle of 2 degrees 54 minutes 15 seconds and a chord bearing North 81 degrees 52 minutes 57.5 seconds West 87.99 feet to a point of tangency said point being distant southerly 20.00 feet at right angles from the center line of said track; thence
- 5) North 83 degrees 20 minutes 05 seconds West parallel to said track, a distance of 228.58 feet to a point of curvature; thence
- 6) Westerly along a curve curving to the left having a radius of 2125.71 feet an arc length of 55.58 feet an interior angle of 1 degree 29 minutes 53 seconds and a chord bearing North 84 degrees 05 minutes 01.5 seconds West, 55.58 feet to a point in the easterly line of Jersey Avenue (80 feet wide) said point being distant 20.00 feet southerly and radial from said track; thence
- 7) South 12 degrees 57 minutes 00 seconds West, along the easterly line of Jersey Avenue (80 feet wide) 48.21 feet to a point distant 15 feet northerly and radial from another track which formerly crossed over Jersey Avenue at grade; thence
- 8) Easterly on a curve curving to the right having a radius of 753.945 feet an arc length of 89.46 feet an interior angle of 6 degrees 47 minutes 54 seconds and a chord bearing South 57 degrees 08 minutes 41 seconds East 89.41 feet to a point of tangency and said point being distant 15.00 feet northerly at right angles from said track; thence
- 9) South 53 degrees 44 minutes 45 seconds East and parallel to said track, a distance of 87.47 feet to a point of curve; thence
- 10) Easterly on a curve curving to the left having a radius of 2590.56 feet an arc length of 102.635 feet an interior angle of 2 degrees 16 minutes 12 seconds and a chord bearing South 54 degrees 52 minutes 51 seconds East, a distance of 102.63 feet to a point distant northerly and radial 15.00 feet from said track; thence
- 11) South 77 degrees 10 minutes 00 seconds East partially along the northerly line of paved driveway, a distance of 597.91 feet to the point and place of BEGINNING.

BEING ALSO KNOWN AS (REPORTED FOR INFORMATIONAL PURPOSES ONLY):
Block 6002, Lot 7, formerly known as Lot PL.A in Block 294.05, on the official tax map of the CITY OF JERSEY CITY, County of Hudson, State of New Jersey

Being the same lands and premises conveyed to Holland Park, LLC, formerly known as Millennium Towers, LLC, by deed from 19th Street LLC, a New Jersey limited liability company, dated August 10,

1999, and recorded in the Hudson County Clerk's Office on March 6, 2000 in Deed Book 5581, Page 159
et seq.

Type of Deed. The Grantor promises that the Grantor has done no act to encumber the property. This promise is called a "covenant as to grantor's acts" (N.J.S.A. 46:4-6). This promise means that the Grantor has not allowed anyone else to obtain any legal rights which affect the property (such as by making a mortgage or allowing a judgment to be entered against the Grantor).

[Signature and Acknowledgement Appear on Next Page]

Signatures. This Deed is signed and attested to by the Grantor's proper corporate officers as of the date at the top of the first page.

Witness/Attest:

GRANTOR:

Holland Park, LLC

By: [Signature]
Name: Robert J. Wertheimer
Title: Witness

By: [Signature]
Name: Lance Lucarelli
Title: Managing member

ACKNOWLEDGEMENT

STATE OF New York)
SS:)
COUNTY OF New York)

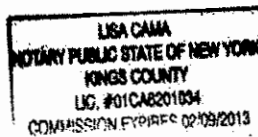
I CERTIFY that on June 13, 2012, Lance Lucarelli personally came before me and this person acknowledged under oath, to my satisfaction, that:

(a) this person signed, sealed and delivered the attached document as Managing Member of HOLLAND PARK, LLC, the limited liability company named in this document; and

(b) this document was signed and delivered by the company as its voluntary act and deed by virtue of authority from its members.

(c) the full and actual consideration paid or to be paid for the transfer of title is \$ _____
(Such consideration is defined in N.J.S.A. 46:15-5).

[Signature]
[Notary Public] or [Attorney]



GIT/REP-3
(5-12)State of New Jersey
SELLER'S RESIDENCY CERTIFICATION/EXEMPTION
(C.55, P.L. 2004)

(Please Print or Type)

SELLER(S) INFORMATION (See Instructions, Page 2)

Name(s)

Holland Park LLC

Current Resident Address:

Street: 534 Broadway

City, town, Post Office

Bayonne

State

NJ

Zip Code

07030

PROPERTY INFORMATION (Brief Property Description)

Block(s)

6002

Lot(s)

7

Qualifier

Street Address:

677 Grove Street

City, town, Post Office

Jersey City

State

NJ

Zip Code

07310

Seller's Percentage of Ownership

100%

Consideration

\$11,000,000.00

Closing Date

6/12/2012

SELLER ASSURANCES (Check the Appropriate Box) (Boxes 2 through 10 apply to Residents and Non-residents)

1. ☐ I am a resident taxpayer (individual, estate, or trust) of the State of New Jersey pursuant to N.J.S.A. 54A:1-1 et seq. and will file a resident gross income tax return and pay any applicable taxes on any gain or income from the disposition of this property.
2. ☐ The real property being sold or transferred is used exclusively as my principal residence within the meaning of section 121 of the federal Internal Revenue Code of 1986, 26 U.S.C. s. 121.
3. ☐ I am a mortgagor conveying the mortgaged property to a mortgagee in foreclosure or in a transfer in lieu of foreclosure with no additional consideration.
4. ☐ Seller, transferor or transferee is an agency or authority of the United States of America, an agency or authority of the State of New Jersey, the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Government National Mortgage Association, or a private mortgage insurance company.
5. ☒ Seller is not an individual, estate or trust and as such not required to make an estimated payment pursuant to N.J.S.A. 54A:1-1 et seq.
6. ☐ The total consideration for the property is \$1,000 or less and as such, the seller is not required to make an estimated payment pursuant to N.J.S.A. 54A:5-1 et seq.
7. ☐ The gain from the sale will not be recognized for Federal income tax purposes under I.R.C. Section 721, 1031, 1033 or is a cemetery plot. (CIRCLE THE APPLICABLE SECTION). If such section does not ultimately apply to this transaction, the seller acknowledges the obligation to file a New Jersey income tax return for the year of the sale (see instructions).
☐ No non-like kind property received.
8. ☐ Transfer by an executor or administrator of a decedent to a devisee or heir to effect distribution of the decedent's estate in accordance with the provisions of the decedent's will or the intestate laws of this state.
9. ☐ The property being sold is subject to a short sale instituted by the mortgagee, whereby the seller has agreed not to receive any proceeds from the sale and the mortgagee will receive all proceeds paying off an agreed amount of the mortgage.
10. ☐ The deed being recorded is a deed dated prior to the effective date of P.L. 2004, c. 55 (August 1, 2004), and was previously unrecorded.

SELLER(S) DECLARATION

The undersigned understands that this declaration and its contents may be disclosed or provided to the New Jersey Division of Taxation and that any false statement contained herein could be punished by fine, imprisonment, or both. I furthermore declare that I have examined this declaration and, to the best of my knowledge and belief, it is true, correct and complete. By checking this box, I certify that the Power of Attorney to represent the seller(s) has been previously recorded or is being recorded simultaneously with the deed to which this form is attached.

6-12-12

Date

Signature

(Seller) Please indicate if Power of Attorney or Attorney in Fact

Date

Signature

(Seller) Please indicate if Power of Attorney or Attorney in Fact

RTF-1EE (Rev. 12/09)

MUST SUBMIT IN DUPLICATE

STATE OF NEW JERSEY

AFFIDAVIT OF CONSIDERATION FOR USE BY BUYER

(Chapter 49, P.L. 1968, as amended through Chapter 33, P.L. 2006) (N.J.S.A. 49:15-5 et seq.)

PLEASE READ THE INSTRUCTIONS ON THE REVERSE SIDE OF THIS FORM BEFORE COMPLETING THIS AFFIDAVIT

STATE OF NEW JERSEY

COUNTY

SS. County Municipal Code
0906

FOR RECORDER'S USE ONLY

Consideration
RTF paid by buyer \$
Date 7/12/12 By JAF

MUNICIPALITY OF PROPERTY LOCATION

(1) PARTY OR LEGAL REPRESENTATIVE (See Instructions #3 and #4 on reverse side)

Deponent, JON HALPERN, AUTHORIZED SIGNATORY being duly sworn according to law upon his/her oath, Last three digits in grantee's Social Security Number XXX-XX-X 366

deposes and says that he/she is the in a deed dated transferring (Grantee, Legal Representative, Corporate Officer, Officer of Title Company, Lending Institution, etc.)

real property identified as Block number 6002 Lot number 7 located at

577 Grove Street, Jersey City (Street Address, Town) and annexed thereto.

(2) CONSIDERATION \$ 11,000,000 (See Instructions #1, #5, and #11 on reverse side)

Entire consideration is in excess of \$1,000,000:

PROPERTY CLASSIFICATION CHECKED OR CIRCLED BELOW IS TAKEN FROM OFFICIAL ASSESSMENT LIST (A PUBLIC RECORD) OF MUNICIPALITY WHERE THE REAL PROPERTY IS LOCATED IN THE YEAR OF TRANSFER. REFER TO N.J.A.C. 18:22.2 ET SEQ

(A) Grantee is not required to remit 1% fee, complete (A) by checking off appropriate box or boxes below:

- ☐ Class 2 - Residential ☐ Class 4A - Commercial properties (if checked, calculation in (E) required below)
- ☐ Class 3A - Farm property (Regular) and any other real property transferred to same grantee in conjunction with transfer of Class 3A property ☐ Cooperative unit (four families or less) (See C. 46:8D-3) Cooperative units are Class 4C.

(B) Grantee is not required to remit 1% fee (one or more of following classes being conveyed), complete (B) by checking off appropriate box or boxes below:

- ☒ Property class. Circle applicable class or classes: 1 3B 4B 4C 15
- Property classes: 1-Vacant Land; 2B-Farm property (Qualified); 4B-Industrial properties; 4C-Apartments; 15-Public Property, etc. (N.J.A.C. 18:22.2 et seq.)
- ☐ Exempt of Organization determined by Federal Internal Revenue Service/ Internal Revenue Code of 1986, 26 U.S.C. s. 501.
- ☐ Incidental to corporate merger or acquisition; equalized assessed valuation less than 20% of total value of assets exchanged in merger or acquisition. If checked, calculation in (E) required and MUST ATTACH COMPLETED RTF-1.

(C) When transfer involves properties involving one or more classes being conveyed, one or more subject to the 1% fee (A), with one or more not subject to the 1% fee (B), pursuant to N.J.S.A. 44:15-7.2, complete (C) by checking off appropriate box or boxes and (D).

- ☐ Property class. Circle applicable class or classes: 1 2 3B 4A 4B 4C 15

(D) EQUALIZED VALUE CALCULATION FOR ALL PROPERTIES CONVEYED, WHETHER THE 1% FEE APPLIES OR DOES NOT APPLY

Total Assessed Valuation + Director's Ratio = Equalized Valuation

Property Class \$ % = \$

Property Class \$ % = \$

Property Class \$ % = \$

Property Class \$ % = \$

(E) REQUIRED EQUALIZED VALUE CALCULATION FOR ALL CLASS 4A (COMMERCIAL) PROPERTY TRANSACTIONS: (See Instructions #6 and 7 on reverse side)

Total Assessed Valuation + Director's Ratio = Equalized Value

\$ % = \$

If Director's Ratio is less than 100%, the equalized valuation will be an amount greater than the assessed valuation. If Director's Ratio is equal to or exceeds 100%, the assessed valuation will be equal to the equalized value.

(3) TOTAL EXEMPTION FROM FEE (See Instruction #8 on reverse side)

Deponent states that this deed transaction is fully exempt from the Realty Transfer Fee imposed by C. 49, P.L. 1968, as amended through Chapter 33, P.L. 2006, for the following reason(s). Mere reference to exemption symbol is insufficient. Explain in detail.

(4) Deponent makes Affidavit of Consideration for Use by Buyer to induce county clerk or register of deeds to record the deed and accept the fee submitted herewith pursuant to the provisions of Chapter 49, P.L. 1968, as amended through Chapter 33, P.L. 2006.

Subscribed and sworn to before me

this 12th day of June, 2012

Kristin S. Frey

KRISTIN S. FREY

Notary Public, State of New York

No. 01FRB245832

Qualified in New York County

Commission Expires August 8, 2015

Signature of Deponent

534 Broadway

Deponent's Address

2070 HMC in 3.0708

Holland Park Owner, LLC

Grantee Name

Grantee Address at Time of Sale

Name/Company of Settlement Officer

County recording officers: forward one copy of each RTF-1EE to:

STATE OF NJ - DIVISION OF TAXATION

PO BOX 251

TRENTON, NJ 08646-0251

ATTENTION: REALTY TRANSFER FEE UNIT

FOR OFFICIAL USE ONLY

Instrument Number _____ County _____

Deed Number _____ Book _____ Page _____

Deed Date _____ Date Recorded _____

The Director, Division of Taxation, Department of the Treasury has prescribed this form, as required by law. It may not be altered or amended without prior approval of the Director. For further information on the Realty Transfer Fee or to print a copy of this Affidavit or any other relevant forms, visit www.state.nj.us/treasury/taxation/globetax.html.FILED
20120712 13010003GCR
07/12/2012 01:03:10 PM
DEED
NUMBER OF PAGES : 6
LITRONE

EXHIBIT H

HBLR

Hudson Bergen
River Line

THIS INDENTURE, made the 24th day of October
in the year of our Lord One Thousand Nine Hundred and Ninety-five
(1995),

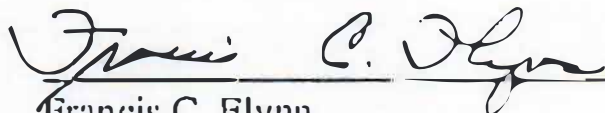
BETWEEN CONSOLIDATED RAIL CORPORATION, a
Corporation of the Commonwealth of Pennsylvania, having an office at
Two Commerce Square, 2001 Market Street, Philadelphia,
Pennsylvania, 19101-1419, hereinafter referred to as the Grantor, and
NEW JERSEY TRANSIT CORPORATION, an instrumentality of
the State of New Jersey, having a mailing address of One Penn Plaza
East, Newark, New Jersey 07105, hereinafter referred to as the Grantee.

WITNESSETH, that the said Grantor, for and in consideration of
the sum of ELEVEN MILLION DOLLARS (\$11,000,000.00) lawful
money of the United States of America, unto it well and truly paid by
the said Grantee, at or before the sealing and delivery of these presents,
the receipt whereof is hereby acknowledged, Grantor does by these
presents, absolutely and forever grant, bargain, sell, release, convey and
confirm, without any covenants of warranty, unto the said Grantee, the
successors and assigns of the said Grantee, its entire estate and interest
in the following described Premises:

ALL THAT CERTAIN property of the Grantor, together with all
of the improvements, structures, buildings, tracks and appurtenances

TAX REFERENCE:

THIS INSTRUMENT PREPARED BY:


Francis C. Flynn
Consolidated Rail Corporation
19-B, Two Commerce Square
2001 Market Street
Philadelphia, PA 19101-1419

thereon, being a portion of the line of railroad known as the River Line, situate in Hudson County, New Jersey, described in Exhibit "A" and depicted in Exhibit "B" hereof, hereinafter referred to as "Premises".

UNDER and SUBJECT, however, to any duly recorded easements or agreements, and further

THIS INSTRUMENT is executed and delivered by Grantor, and is accepted by Grantee, subject to the covenants set forth below, which shall be deemed part of the consideration of this conveyance and which shall run with the land and be binding upon, and inure to the benefit of, the respective heirs, legal representatives, successors and assigns of Grantor and Grantee.

(1) Grantor shall neither be liable or obligated to construct or maintain any fence or similar structure between the Premises and adjoining land of Grantor nor shall Grantor be liable or obligated to pay for any part of the cost or expense of constructing or maintaining any fence or similar structure, and Grantee hereby forever releases Grantor from any loss or damage, direct or consequential, that may be caused by or arise from the lack or failure to maintain any such fence or similar structure.

TOGETHER with all and singular the tenements, hereditaments and appurtenances thereunto belonging, or in any wise appertaining and the reversion and reversions, remainder and remainders, rents, issues and profits thereof; and all the estate, right, title, interest, property, claim and demand whatsoever of it, the said Grantor as well at law as in equity or otherwise howsoever of, in and to the same and every part thereof, EXCEPTING and RESERVING and UNDER and SUBJECT and as provided herein.

TO HAVE AND TO HOLD, all and singular the said Premises, together with the appurtenances, unto the Grantee, the successors and assigns of the Grantee, forever, EXCEPTING and RESERVING and UNDER and SUBJECT and as provided herein.

THE words "Grantor" and "Grantee" used herein shall be construed as if they read "Grantors" and "Grantees", respectively, whenever the sense of this instrument so requires and whether singular or plural, such words shall be deemed to include at all times and in all cases the legal representatives, successors and assigns of the Grantor and Grantee.

IN WITNESS WHEREOF, the Grantor has caused this Indenture

to be signed in its name and behalf by its Assistant Vice President-Real Estate duly authorized thereunto and has caused its corporate seal to be hereunto affixed and attested by its Assistant Secretary, the day and year first above written.

SEALED and
DELIVERED in the
presence of us:

CONSOLIDATED RAIL CORPORATION
BY:

Bernadette M. Richmond M. Virginia Ebert
BERNADETTE M. RICHMOND M. Virginia Ebert,
Assistant Vice President-Real Estate

ATTEST:

Bernadette M. Richmond J. D. McGee
BERNADETTE M. RICHMOND Assistant Secretary
COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF PHILADELPHIA)

BE IT REMEMBERED, that on this 24th day of
October in the year One Thousand Nine Hundred and
Ninety-five (1995), before me, the subscriber, a Notary Public for the
Commonwealth and County aforesaid, personally appeared M. Virginia
Ebert, Assistant Vice President-Real Estate of CONSOLIDATED RAIL
CORPORATION, the corporate Grantor named in the within
Instrument, who I am satisfied is the person who has signed the within
Instrument on behalf of said Corporation; and I having first made known
to her the contents thereof, she did acknowledge that she signed, sealed
and delivered the same as such officer aforesaid; that the foregoing
Instrument is the voluntary act and deed of said Corporation, made by
virtue of authority from its Board of Directors; and that the full and
actual consideration paid or to be paid for the transfer of title to realty
evidenced by the within Instrument as such consideration is defined in
P.L. 1968, C. 49, Sec. 1(c), is Eleven Million Dollars (\$11,000,000.00).

Francis C. Flynn
Notary Public

:nls

DEED TO

~~NEW JERSEY DEPARTMENT OF TRANSPORTATION~~

EXHIBIT "A" :

Hudson County, New Jersey

River Line, Line Code 1412

ALL THOSE CERTAIN parcels of land, being a part or portion of Grantor's property known as the River Line and identified as Line Code 1412 in Grantor's corporate records and being Parcels 214A, 214B, 214C and R214D, as indicated on a map entitled: "New Jersey Transit Corporation, GENERAL PROPERTY PARCEL MAP, HUDSON RIVER WATERFRONT PROJECT, dated December 1986, showing parcels to be acquired in the Cities of Jersey City, Hoboken and Union City, Townships of Weehawken and North Bergen, County of Hudson, State of New Jersey, herein referred to as Premises and being generally further described as follows:

PARCEL 214A, including specifically all the Premises at about Station 18+500 (centerline stationing) bounded on the north by the southerly line of Seventeenth Street; on the east by the westerly line of Monmouth Street; on the southeast, west, southeast, east, southwest, east, southwest, southeast, southwest, southeast, southwest, northwest, southwest, northwest and southwest by the existing railroad property line; on the northwest by the southeasterly line of Hoboken Avenue; on the northeast, northwest and southwest by the existing railroad property line; on the northwest by the southeasterly line of Hoboken Avenue; on the northeast, northwest, northeast and northwest by the existing railroad property line; all as shown on the aforesaid map.

CONTAINING 8.519 acres, more or less.

PARCEL 214B, including specifically all the Premises at about Station 17+600 (centerline stationing) bounded on the northwest by the existing railroad property line; on the east by the westerly line of Monmouth Street; and on the south by the northerly line of Seventeenth Street, all as shown on the aforesaid map.

THIS EXHIBIT "A" CONTAINS 11 PAGES, OF WHICH THIS IS PAGE 1 OF 11.

CONTAINING 0.052 of an acre, more or less.

PARCEL 214C, including specifically all the Premises at about Station 17+520 (centerline stationing), bounded on the northwest by existing railroad property line; on the east and south by the westerly and northerly lines of Monmouth Street; all as shown on the aforesaid map.

CONTAINING 0.002 of an acre, more or less.

PARCEL R214D, including specifically all the Premises at about Station 17+250 (centerline stationing), bounded on the northwest by the existing railroad property line; on the north by the southerly lane of Hoboken Avenue; on the southeast, northeast and southeast by the existing railroad property line; on the south by the northerly line of Seventeenth Street; and on the west by the easterly line of Monmouth Street; all as shown on the aforesaid map.

CONTAINING 0.572 of an acre, more or less.

SUBJECT, however, to the sewer easement of City of Jersey City and all other public utility easements, recorded or unrecorded, affecting the Premises.

TOGETHER with all right, title and interest that the Grantor may have in and to the centerlines of Seventeenth Street, Monmouth Street, Hoboken Avenue, Jersey Avenue, and Nineteenth Street as they abut the Premises.

BEING a part or portion of the same premises which Robert W. Blanchette, Richard C. Bond and John H. McArthur, as Trustees of the Property of Penn Central Transportation Company, Debtor, by Conveyance Document No. PC-CRC-RP-101, dated March 30, 1976 and recorded on October 10, 1978, in the Recorder's Office of Hudson County, New Jersey, in Deed Book Volume 3286 at page 872&c., and which was also filed and recorded on October 12, 1978 in the Office of the Secretary of State for New Jersey, granted and conveyed unto Consolidated Rail Corporation.

THIS EXHIBIT "A" CONTAINS 11 PAGES, OF WHICH THIS IS
PAGE 2 OF 11.

DEED TO

~~NEW JERSEY DEPARTMENT OF TRANSPORTATION~~

EXHIBIT "A";

Hudson County, New Jersey

River Line, Line Code 1412

ALL THOSE CERTAIN parcels of land, being a part or portion of Grantor's property known as the River Line, and identified as Line Code 1412 in Grantor's corporate records and being Parcels R214E, 214F, 214G, 214H and 214J, as indicated on a map entitled: "New Jersey Transit Corporation, GENERAL PROPERTY PARCEL MAP, HUDSON RIVER WATERFRONT PROJECT, dated December 1986, showing parcels situate in the Cities of Jersey City, Hoboken and Union City, Townships of Weehawken and North Bergen, County of Hudson, State of New Jersey; herein referred to as Premises and being further described as follows:

PARCEL R214E, including specifically all the Premises located at about Station 16+500 (centerline stationing), bounded on the north by the southerly line of New York Avenue; on the southeast, northeast, east and northeast by the existing railroad property line; on the south by the northerly line of Hoboken Avenue; on the southwest, southeast and northeast by the existing property line; on the south by the northerly line of Hoboken Avenue; on the northwest, northeast, northwest, southwest and northwest by the existing railroad property line; all as shown on the aforesaid map.

CONTAINING 4.227 acres, more or less.

PARCEL 214F, including specifically all the Premises located at about Station 15+700 (centerline stationing) bounded on the north by the southerly line of First Street; on the east, south, east, northeast and southeast by the existing railroad property line; on the south by the northerly line of New York Avenue; on the northwest, west, northeast and west by the existing railroad property line; all as shown on the aforesaid map.

THIS EXHIBIT "A" CONTAINS 11 PAGES, OF WHICH THIS IS
PAGE 3 OF 11.

CONTAINING 1.176 acres, more or less.

PARCEL 214G, including specifically all the Premises located at about Station 15+300 (centerline stationing), bounded on the northeast by the southwesterly lines of Paterson Avenue; on the south by the northerly line of First Street; and on the west by the existing railroad property line; as shown on the aforesaid map.

CONTAINING 0.009 of an acre, more or less.

PARCEL 214H, including specifically all the Premises located at about Station 13+665 (centerline stationing), bounded on the northeast and northwest by the southwesterly and southeasterly lines of Congress Street; on the north by the southerly line of Eighth Street; on the southeast by the existing railroad property line; on the east by the westerly line of Harrison Street; on the south by the northerly line of Sixth Street; on the southeast, east, northeast, east, southeast, east, south and east by existing railroad property line; on the southwest by the northeasterly line of Paterson Avenue; and on the west and northwest by the existing railroad property line; all as shown on the aforesaid map.

CONTAINING 8.037 acres, more or less.

PARCEL 214J, including specifically all the Premises located at about Station 9+965 (centerline stationing), bounded on the east by the westerly line of Jefferson Street; on the south and southeast by the existing railroad property line; on the north by the southerly line of Fifteenth Street; on the southeast by the existing railroad property line; on the south by the northerly line of Fourteenth Street; on the southeast by the existing railroad property line; on the north by the southerly line of Fourteenth Street; on the southeast, east and southeast by the existing railroad property line; on the west by the easterly line of Monroe Street; on the southeast by the existing railroad property line; on the east by the westerly line of Monroe Street; on the southeast, north, southeast, south, west and southeast by the existing railroad property line; on the south by the northerly line of Ninth Street; on the southeast by the existing railroad property line; on the north by the southerly line of Ninth Street; on the southeast by the existing railroad property line; on the south by the northerly line of Eighth Street; on the northwest and southwest by the southeasterly and northeasterly lines of Congress Street; on the northwest, northeast, northwest, southwest, northwest, west, northwest, and north by the existing railroad property line; and on the north by the southerly line of Seventeenth Street; all as shown on the aforesaid map.

CONTAINING 10.503 acres, more or less.

THIS EXHIBIT "A" CONTAINS 11 PAGES, OF WHICH THIS IS PAGE 4 OF 11.

TOGETHER with all right, title and interest that the Grantor may have in and to the centerlines of New York Avenue, Hoboken Avenue, Prospect Avenue, First Street, Paterson Avenue, Congress Street, Eighth Street, Harrison Street, Sixth Street, Jefferson Street, Fifteenth Street, Fourteenth Street, Monroe Street, Ninth Street and Seventeenth Street as they abut the Premises.

BEING a part or portion of the same premises which Robert W. Blanchette, Richard C. Bond and John H. McArthur, as Trustees of the Property of Penn Central Transportation Company, Debtor, by Conveyance Document No. PC-CRC-RP-101, dated March 30, 1976 and recorded on October 10, 1978, in the Recorder's Office of Hudson County, New Jersey, in Deed Book Volume 3286 at page 872&c., and which was also filed and recorded on October 12, 1978 in the Office of the Secretary of State for New Jersey, granted and conveyed unto Consolidated Rail Corporation.

THIS EXHIBIT "A" CONTAINS 11 PAGES, OF WHICH THIS IS PAGE 5 OF 11.

DEED TO

~~NEW JERSEY DEPARTMENT OF TRANSPORTATION~~

EXHIBIT "A" ,

Hudson County, New Jersey

River Line, Line Code 1412

ALL THOSE CERTAIN parcels of land, being a part or portion of Grantor's property known as the River Line and identified as Line Code 1412 in Grantor's corporate records and being Parcels 214K, 214L, 214M, 214N, 214P and R214R, as indicated on a map entitled: "New Jersey Transit Corporation, GENERAL PROPERTY PARCEL MAP, HUDSON RIVER WATERFRONT PROJECT, dated December 1986, showing parcels to be acquired in the Cities of Jersey City, Hoboken and Union City, Townships of Weehawken and North Bergen, County of Hudson, State of New Jersey; herein referred to as Premises and being further described as follows:

PARCEL 214K, including specifically all the Premises located at about Station 7+850 (centerline stationing), bounded on the north by the southerly line of Seventeenth Street; on the south by existing railroad property line; and on the west by the easterly line of Jefferson Street; all as shown on the aforesaid map.

CONTAINING 0.023 of an acre, more or less.

PARCEL 214L, including specifically all the Premises located at about Station 7+840 (centerline stationing) bounded on the north by the existing railroad property line; on the east by the westerly line of Adams Street; on the south by the northerly line of Seventeenth Street; and on the west by the easterly line of Jefferson Street; all as shown on the aforesaid map.

CONTAINING 0.331 of an acre, more or less.

THIS EXHIBIT "A" CONTAINS 11 PAGES, OF WHICH THIS IS PAGE 6 OF 11.

PARCEL 214M, including specifically all the lands and Premises located at about Station 7+750 (centerline stationing), bounded on the north by the existing railroad property line; on the east by the westerly line of Grand Street; on the south by the northerly line of Seventeenth Street; and on the west by the easterly line of Adams Street; all as shown on the aforesaid map.

CONTAINING 0.410 of an acre, more or less.

PARCEL 214N, including specifically all the lands and Premises located at about Station 7+200 (centerline stationing), bounded on the north by the existing railroad property line; on the east by the westerly line of Clinton Street; on the south by the northerly line of Seventeenth Street; and on the west by the easterly line of Grand Street; all as shown on the aforesaid map.

CONTAINING 0.410 acre, more or less.

PARCEL 214P, including specifically all the Premises located at about Station 6+900 (centerline stationing), bounded on the north by the existing railroad property line; on the east by the westerly line of Willow Avenue; on the south by the existing railroad property line; and on the west by the easterly line of Clinton Street; all as shown on the aforesaid map.

CONTAINING 0.502 of an acre, more or less.

PARCEL R214R, including specifically all the Premises located at about Station 2+325 (centerline stationing), bounded on the northwest by the southeasterly line of J.F. Kennedy Boulevard East; on the northeast, east, southeast, east, southeast, southwest, southeast, east and south by the existing railroad property line; on the west by the westerly line of Park Avenue; on the south by the existing railroad property line; on the west by the easterly line of Willow Avenue; on the north, northwest, west, northwest, northeast, northwest, west and southwest by the existing railroad property line; and on the west by the easterly line of Pershing Road; all as shown on the aforesaid map.

CONTAINING 24.644 acres, more or less.

TOGETHER with all right, title and interest that the Grantor may have in and to the centerlines of Seventeenth Street, Jefferson Street, Adams Street, Grand Street, Clinton Street, Willow Avenue, J. F. Kennedy Boulevard East and Pershing Road as they abut the Premises.

THIS EXHIBIT "A" CONTAINS 11 PAGES, OF WHICH THIS IS PAGE 7 OF 11.

EXCEPTING AND RESERVING thereout and therefrom and unto the said Grantor all right, title and interest in and to that portion of Parcel R214R which is described as follows:

ALL THAT CERTAIN airspace over the railroad right of way known as the River Line from the easterly side of Hudson Boulevard above the railroad tunnel portal extending in a southerly direction to a point just south of Baldwin Avenue lying above limiting planes the elevation of which are twenty-five (25) feet above the existing top of rail from place to place along said property in the Township of Weehawken, County of Hudson and State of New Jersey.

CONTAINING 17.34 acres, more or less.

THE AFORESAID 17.34 acre parcel of land is also described and provided for in New Jersey Department of Transportation Final Decision and order being NJDOT Docket No. 89-73.

BEING a part or portion of the same premises which Robert W. Blanchette, Richard C. Bond and John H. McArthur, as Trustees of the Property of Penn Central Transportation Company, Debtor, by Conveyance Document No. PC-CRC-RP-101, dated March 30, 1976 and recorded on October 10, 1978, in the Recorder's Office of Hudson County, New Jersey, in Deed Book Volume 3286 at page 872&c., and which was also filed and recorded on October 12, 1978 in the Office of the Secretary of State for New Jersey, granted and conveyed unto Consolidated Rail Corporation.

THIS EXHIBIT "A" CONTAINS 11 PAGES, OF WHICH THIS IS PAGE 8 OF 11.

DEED TO

~~NEW JERSEY DEPARTMENT OF TRANSPORTATION~~

EXHIBIT "A"

Hudson County, New Jersey

River Line, Line Code 1412

ALL THOSE CERTAIN parcels of land, being a part or portion of Grantor's property known as the River Line and identified as Line Code 1412 in Grantor's corporate records and being Parcels E214U, E214V, 214W and 2R214X, as indicated on a map entitled: "New Jersey Transit Corporation, GENERAL PROPERTY PARCEL MAP, HUDSON RIVER WATERFRONT PROJECT, dated December 1986, showing parcels to be acquired in the Cities of Jersey City, Hoboken and Union City, Townships of Weehawken and North Bergen, County of Hudson, State of New Jersey; herein referred to as Premises and being further described as follows:

PARCEL E214U, consisting of the right at about Station 3+325 (centerline stationing), to improve and maintain existing railroad tunnel and vent shaft; all as shown on the aforesaid map.

PARCEL E214V, consisting of the right at about Station 5+050 (centerline stationing), to improve and maintain existing railroad tunnel; all as shown on the aforesaid map.

PARCEL 214W, including specifically all the lands and premises located at about Station 6+700 (centerline stationing), bounded on the north, east, northeast, east, north, northeast, northwest, northeast, east, northeast, southeast, southwest, northwest, southwest, northwest, southwest, northwest, south and southwest by the existing railroad property line, and on the northwest by the southeasterly line of Tonnelle Avenue; all as shown on the aforesaid map.

CONTAINING 11.346 acres, more or less.

PARCEL 2R214X, including specifically all the Premises located at about Station 8+630 (centerline stationing of West Shore Railroad),

THIS EXHIBIT "A" CONTAINS 11 PAGES, OF WHICH THIS IS
PAGE 9 OF 11.

bounded on the north and northeast by the proposed taking line, as shown on the aforesaid map, on the southeast and east by lands of Reuther Realty Corporation, on the southeast by the northwesterly line of Tonnelle Avenue, and on the west by the easterly line of 50th Street; all as shown on the aforesaid map.

CONTAINING 4.552 acres, more or less.

PARCEL 2R214X, more specifically described as follows:

BEGINNING from a point at the intersection of the northeastern line of 49th Street and the southeasterly right of way of Consolidated Rail Corporation (formerly the Eric Railroad) and said point also being the southwesterly corner of the lands of Julius P. Wassil; and running thence along the southeasterly right of way line of Consolidated Rail Corporation North $35^{\circ} 35' 25''$ East, a distance of 146.52 feet (set); thence North $52^{\circ} 51' 44''$ East, a distance of 614.75 feet to a point and place of Beginning on the easterly right of way line of 50th Street (50.0 feet wide); and running thence (1) North $63^{\circ} 59' 14''$ East, a distance of 428.84 feet to a point on the proposed taking line to a point; thence (2) South $51^{\circ} 15' 45''$ East, a distance of 160.00 feet to a point, on the proposed taking line, the said point being the northeasterly corner of land of Reuther Realty Corporation to a point; thence (3) along the northwesterly boundary of the lands of Reuther Realty Corporation, South $35^{\circ} 03' 17''$ West, a distance of 350.98 feet to a point; thence along the northwesterly boundary of Reuther Realty Corporation, South $25^{\circ} 24' 08''$ West, a distance of 204.90 feet to a point; thence (5) along the westerly boundary of lands of Reuther Realty Corporation, South $0^{\circ} 36' 0''$ East, a distance of 113.47 feet to a point; thence (6) along the westerly boundary of lands of Reuther Realty Corporation, South $5^{\circ} 45' 30''$ East, a distance of 153.45 feet to a point in the northwesterly line of Tonnelle Avenue (60 feet wide) to a point; thence (7) along the northwesterly line of Tonnelle Avenue South $40^{\circ} 23' 00''$ West, a distance of 89.08 feet to a point; thence (8) along the easterly line of 50th Street (50 feet wide and varies), North $24^{\circ} 37' 00''$ West, a distance of 144.00 feet to a point; thence (9) northerly along a curve to the right, having a radius of 453.34 feet for an arc length of 116.00 feet to a point; thence (10) along the same easterly line of 50th Street North $10^{\circ} 07' 00''$ West, a distance of 484.71 feet to a point and place of Beginning, all as shown on the aforesaid map.

CONTAINING 4.552 acres, more or less.

TOGETHER with the rights to construct and maintain bridge footings, drainage facilities, and utility facilities;

THIS EXHIBIT "A" CONTAINS 11 PAGES, OF WHICH THIS IS PAGE 10 OF 11.

RESERVING HOWEVER, unto the Grantor, aerial rights to construct and maintain a viaduct transitway and appurtenances at the location shown on the aforesaid map.

SUBJECT HOWEVER, to all public utility easements, recorded or unrecorded, affecting the Premises.

TOGETHER with the right to construct and maintain a transitway viaduct structure and appurtenances across lands of the Grantor at about Station 8+400 (centerline stationing);

AND ALSO surface rights to construct and maintain bridge footings, drainage facilities, traction power, signals and communication facilities and utility facilities;

AND ALSO all right, title and interest that the Grantor may have in and to the centerline of 50th Street and Tonnelle Avenue as they abut the Premises;

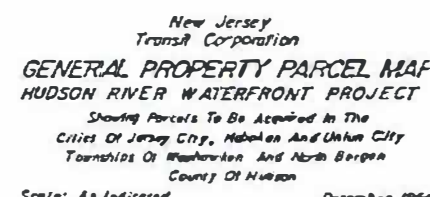
AND ALSO all existing tunnel rights of the railroad;

SUBJECT, HOWEVER, to the sewer easement of the Township of North Bergen and all other public utility easement, recorded or unrecorded, affecting the herein described Premises;

EXCEPTING AND RESERVING unto the Grantor the right to use that portion of the above described Parcel 2R214X lying beneath the viaduct transitway, as indicated on the aforesaid map at about Station 9+00 (centerline stationing) for the purposes of constructing and maintaining bridge footings, drainage facilities, traction power, signals and communication facilities, and utility facilities in any manner not incompatible with the use of said lands for transitway purposes; provided, however, that Grantor shall not have the right to erect any buildings on the Premises unless approved by Grantee (only as directed by the Right of Way Engineer).

BEING a part or portion of the same premises which Robert W. Blanchette, Richard C. Bond and John H. McArthur, as Trustees of the Property of Penn Central Transportation Company, Debtor, by Conveyance Document No. PC-CRC-RP-101, dated March 30, 1976 and recorded on October 10, 1978, in the Recorder's Office of Hudson County, New Jersey, in Deed Book Volume 3286 at page 872&c., and which was also filed and recorded on October 12, 1978 in the Office of the Secretary of State for New Jersey, granted and conveyed unto Consolidated Rail Corporation.

THIS EXHIBIT "A" CONTAINS 11 PAGES, OF WHICH THIS IS PAGE 11 OF 11.





1. Property Data taken from Washburn Tax Map Sheet 3 B 4
2. Railroad Tract Data taken from New Jersey Junction Railroad Tract Map V113A-1, MP 00-10, Valuation Section 1131, Ltr Code 1412.

Showing Parcels To Be Acquired In The
Cities Of Jersey City, Hudson And Union City
Townships Of Weehawken And North Bergen
County Of Hudson

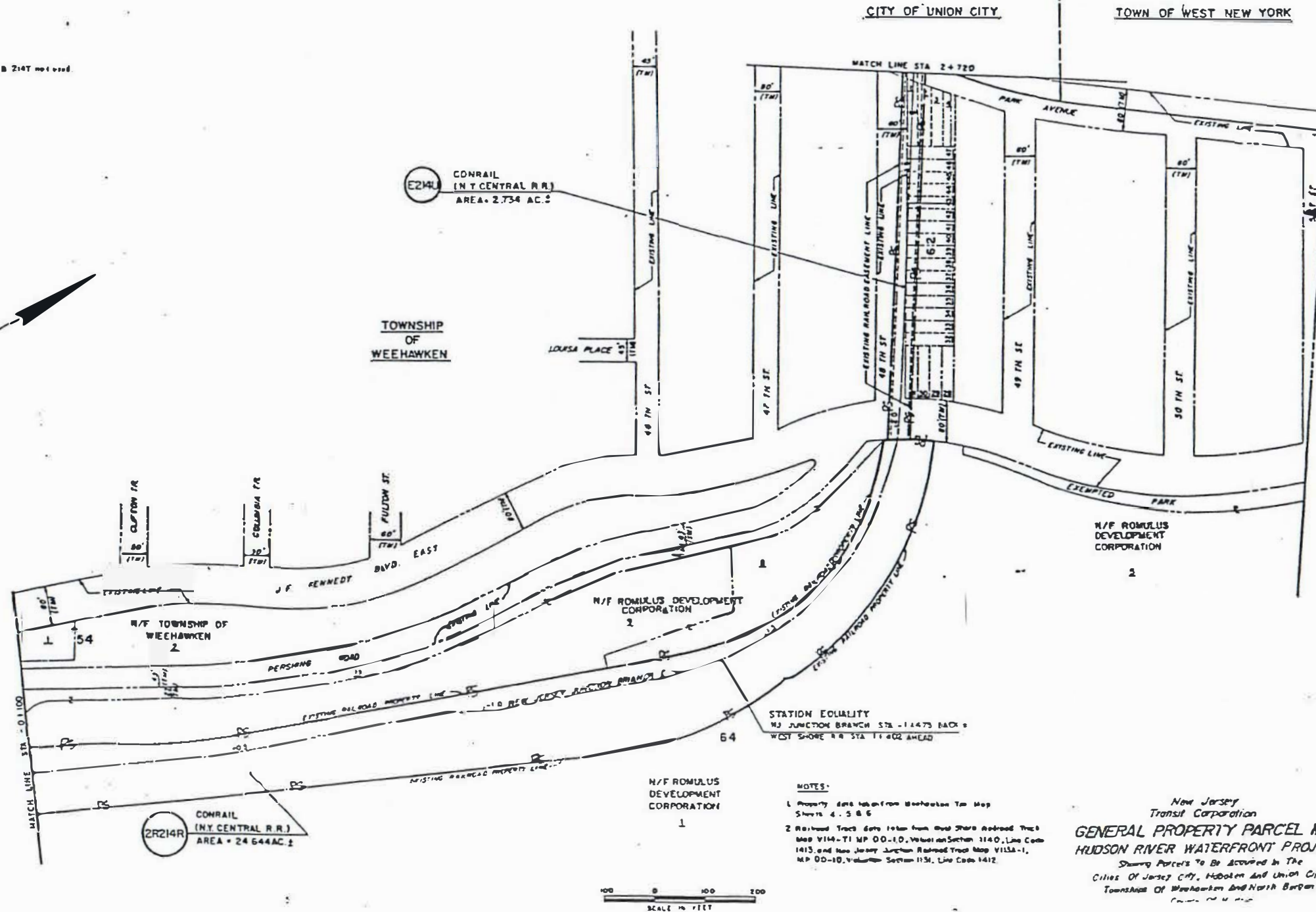
Scale: As indicated

206 P. M. M. M. M. M. M.



NO.	DATE	REVISIONS
1	12/30/44	MODS IN BLOCK 127 & 128 - HART MOUNTAIN - HILLS
2	3/22/47	ADD INTS EASEMENTS, HART MOUNTAIN - HILLS

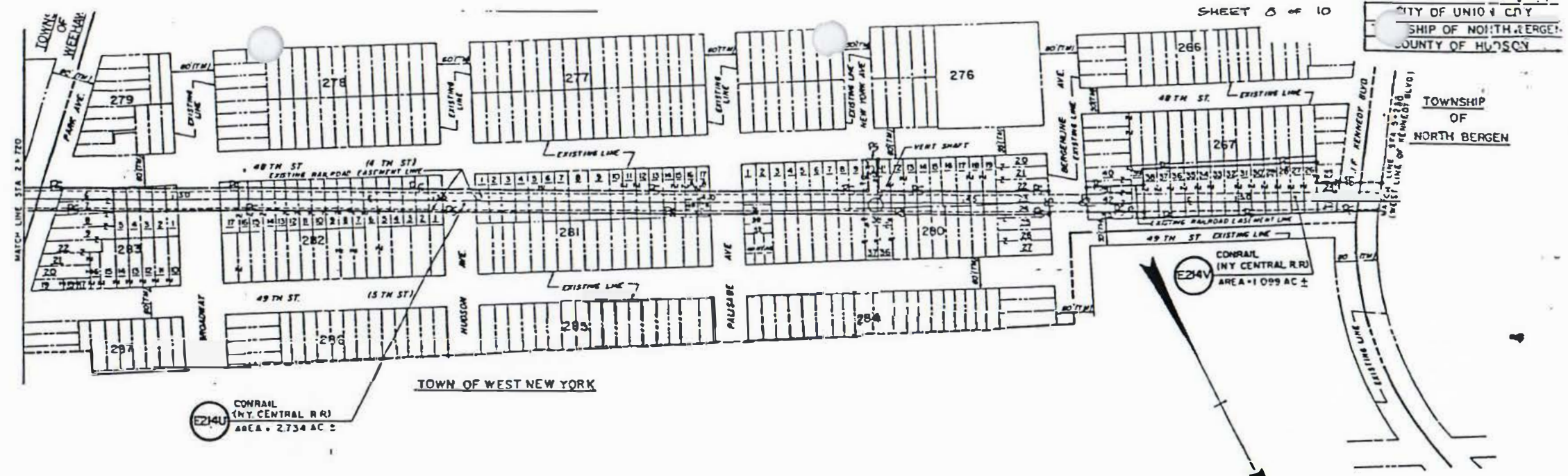
NOTE:
Parcel Numbers 214Q, 214S & 214T not used.



- NOTES:
- 1 Property data taken from Weehawken Tax Map Sheets 4, 5 & 6
 - 2 Railroad Tracts data taken from New York Railroad Tract Map V114-T1 MP 00-10, Valuation Section 1140, Line Code 1413, and New Jersey Junction Railroad Tract Map V113A-1, MP 00-10, Valuation Section 1134, Line Code 1412

New Jersey
Transit Corporation
GENERAL PROPERTY PARCEL MAP
HUDSON RIVER WATERFRONT PROJECT
Showing Parcels To Be Acquired In The
Cities Of Jersey City, Hoboken And Union City
Townships Of Weehawken And North Bergen

MAPS & SURVEYS, INC.
1800 N. 11th St.
JERSEY CITY, N.J.



ADJACENT PROPERTY OWNERS TABULATION
BLOCK 280

LOTS	OWNERS
10	N/F Vilma & Daniel Cruz
11	N/F George & Margaret Rhodes
36,38	N/F Amin & Rose Elashedy



- NOTES:
- Property data taken from Union City Tax Map; Sheets 38.39 & 40
 - Railroad data taken from Port of New York Authority Map VII-4 T1, M.P. 00-1.0, Valuation Section 1140, Line Code 1413

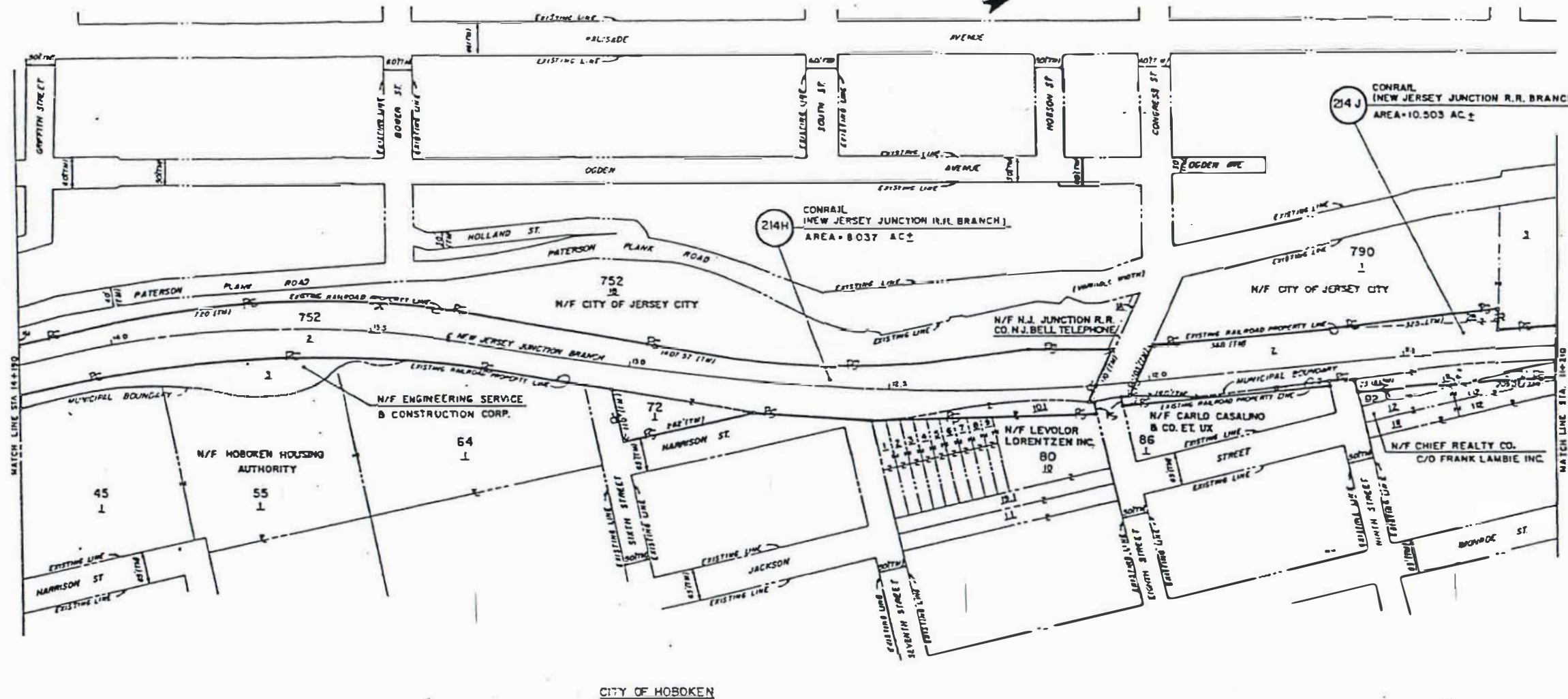
New Jersey
Turner Corporation
GENERAL PROPERTY PARCEL MAP
HUDSON RIVER WATERFRONT PROJECT
Showing Parcels To Be Acquired in The
Cities of Jersey City, Hoboken and Union City
Townships of Weehawken and North Bergen
County of Hudson
Scale: As Indicated



21. PARCEL 2138 DATA SET "WJ TRANSIT
CORPORATION" LESSOR AND/OR INTERESTOR
PROJECT PLAN MAP 43-62 WAL SEC
0305 LANE CODE 0101, TOWNSHIP OF NEW
BERGEN COUNTY OF LESSOR SCALE AS
INDICATED, SEPTEMBER, 1988

Score	As indicated	ACT	AP
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			
11			
12			
13			
14			
15			
16			
17			
18			
19			
20			
21			
22			
23			
24			
25			
26			
27			
28			
29			
30			
31			
32			
33			
34			
35			
36			
37			
38			
39			
40			
41			
42			
43			
44			
45			
46			
47			
48			
49			
50			

CITY OF JERSEY CITY



CITY OF HOBOKEN

NOTE:

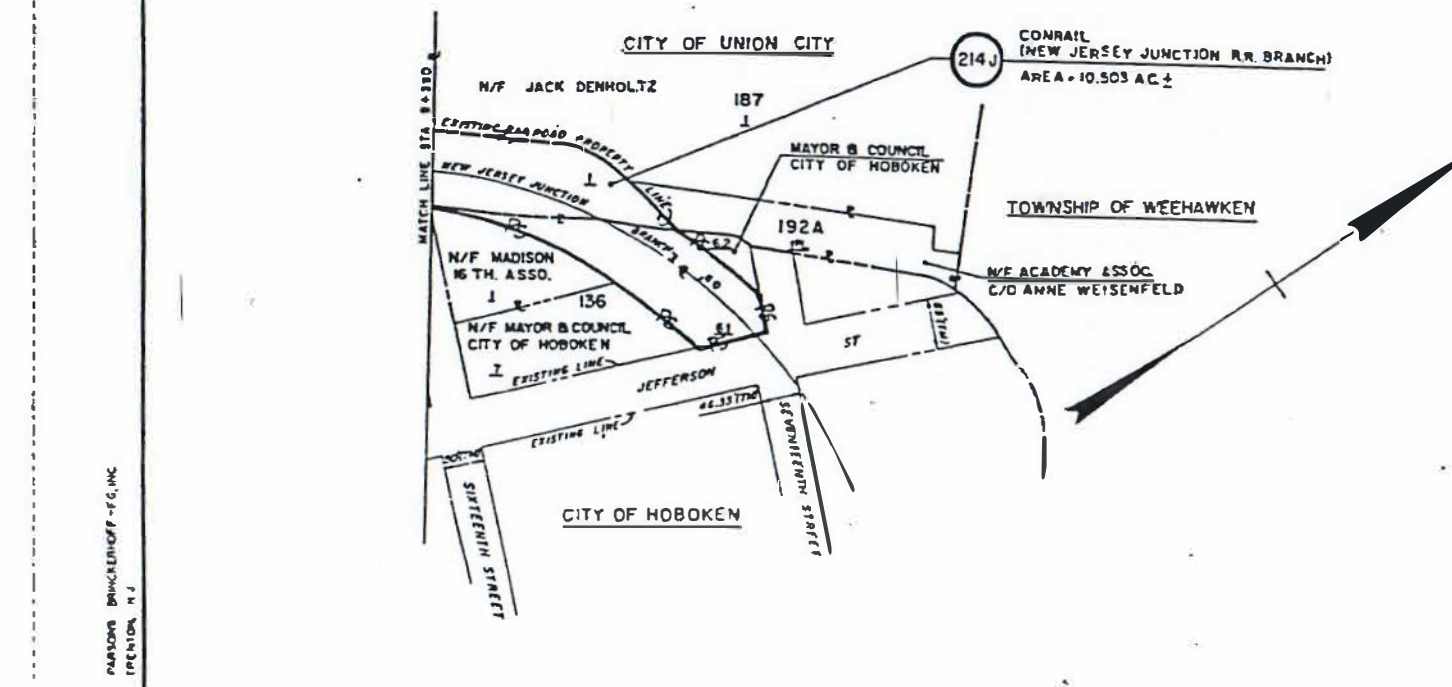
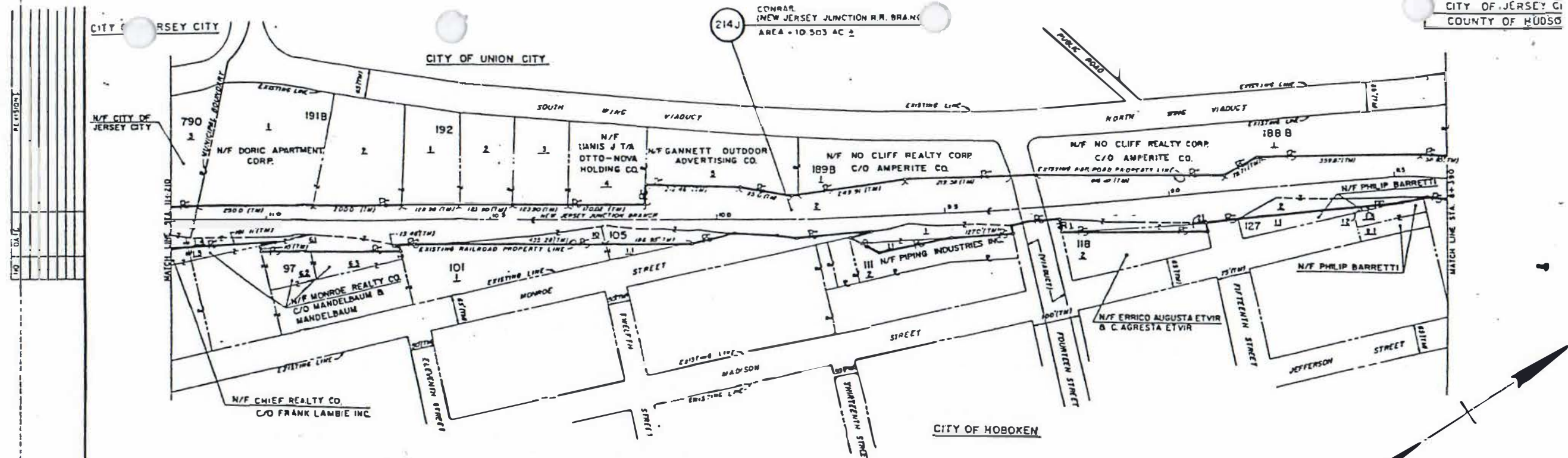
Parcel Number 2143 not used.

NOTES:

- Mapping data taken from City of Jersey City Tax Map, Sheet 502, 504 & 505 & City of Hoboken Tax Map 21, 15 & 24
- Revised data taken from N.J. Junction Railroad Tract Map V1134-3 MAP 20-30 Valuation Section 1131, Line Code 412

100 0 100 200
SCALE IN FEET

New Jersey
Transit Corporation
GENERAL PROPERTY PARCEL MAP
HUDSON RIVER WATERFRONT PROJECT
Showing Parcels To Be Acquired In The
Cities Of Jersey City, Hoboken And Union City
Townships Of Westchester And North Bergen



NOTE:

1. Property data taken from City of Jersey City Tax Map, Sheet 502, City of Hoboken Tax Map, Sheet 24 & 25, and City of Union City Tax Map, Sheet 2, 3, & 4.
2. Railroad data taken from N.J. Junction Railroad Tract Map V113A-2, M.P. 10-20, Volume 1131, Line Code 142 B, Tract Map V113A-3, M.P. 20-30, Volume 1131, Line Code 142 C.



New Jersey
Transit Corporation
**GENERAL PROPERTY PARCEL MAP
HUDSON RIVER WATERFRONT PROJECT**
Showing Parcels To Be Acquired In The
Cities Of Jersey City, Hoboken And Union City
Townships Of Weehawken And North Bergen
County Of Hudson



WASH DC: ON NOV 10 1957 P - 78, INC.
FALMOUTH, NJ

1. "Metropolitan Industries Property" taken from Map of Property for possible Mountain Inactive Inc. Summed by Arthur Hadden, Jr. dated 12, 1983
2. Property Data taken from Washington Top Map Sheet 11B2 and Washington Top Map Sheets 36, 27, and 38.
3. Railroad Track Data taken from New Jersey Junction Railroad Track Map V133A-2, Map 10-2, Vol. 148, Section 1131, Line Code 1412, and Track Map V133A-1, Map 10-1D, Vol. 148, Section 1131, Line Code 1412.
4. David H. Grogan advised that the original agreement between the Port Authority and the New York Central Railroad Contract be found.

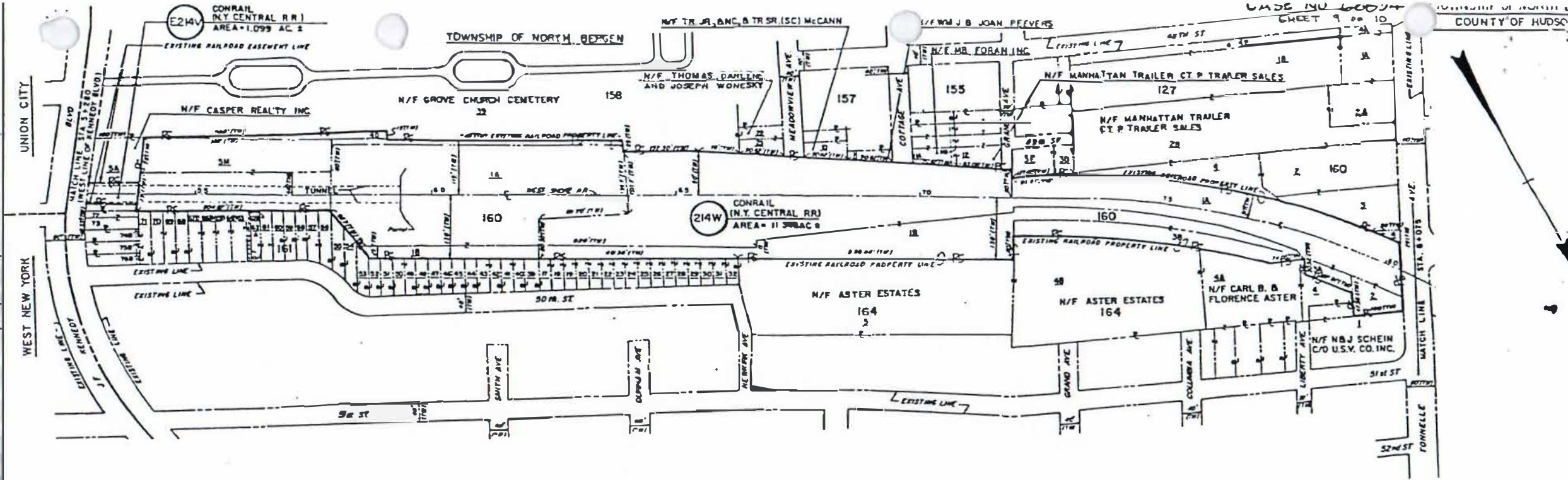
New Jersey
Transit Corporation

**GENERAL PROPERTY PARCEL NO.
HUDSON RIVER WATERFRONT PROJ.**

Showing Parcels To Be Acquired In The
Cities Of Jersey City, Hoboken And Union City
Townships Of Hudson and North Hudson
County Of Hudson

Scale: 1" = 100'

NO. 1
SHEET 1 OF 10
TOWN OF NORTH BERGEN
COUNTY OF HUDSON



ADJACENT PROPERTY OWNERS TABULATION
BLOCK 161

LOTS	OWNERS
17-32	N/F PLAY-GROUNDS
33	N/F ROBERTO & CARIDAD CRUZ
40-41	N/F RICHARD ROYCE
42-43	N/F E. LAMARCA & P. BRATIANO
44	N/F JANE & PATRICIA SCANNAYRO
45	N/F WALTER & CATHERINE JOSEPH
46	N/F AL B. & AL. RIVERO & AL. BAZ. RIVERO
47	N/F FRANCIS & ANNA T. LYCH
48	N/F GEORGE & FRANCES VIGGARD
49, 50	N/F MRS. FLORENCE MACHENBAY
51	N/F EDWARD J. & LINDA SCANNAYRO
52	N/F H. B. C. MARTINEZ & P. B. ROSA ROSA
53	N/F JOSEPH & LILLIAN GRANO
54	N/F HELEN R. FEDERICO
55	N/F ELIO & EMILIE DELGADO
56-57	N/F R. L. SR. & M. BRINSON
58	N/F THERESA DE PANTO
59	N/F EDWIN & MARIAN C. SCHOLL
60, 61, 62	N/F DIVIDER INC
63, 64, 65, 66, 67, 68	N/F H. LOPEZ & B. CAVALLERO, C/O MCA REALTY
69	N/F PHILOMENA WOMETTS
70, 71	N/F AMELIA TAPFARD
72, 73, 74, 75, 76, 77	N/F GIOVANNA BASARDOZZO
78, 79	N/F ROBERT, CHARLES & ARTHUR M. BARNARD

NOTES:

- Property data taken from North Bergen Township Tax Maps: Sheets 37, 38, 39, 40 & 41.
- Redwood data taken from West Shore Railroad Trunk Map V114 T2, MAP 10-20, Valuation Set 1140, Line Code 1413.

New Jersey
Transit Corporation
GENERAL PROPERTY PARCEL MAP
HUDSON RIVER WATERFRONT PROJECT
Showing Parcels To Be Acquired In The
Cities Of Jersey City, Hoboken And Union City
Townships Of Weehawken And North Bergen
County Of Hudson



EXHIBIT I

CONRAIL

November 13, 2000

UPS NEXT DAY AIR

Vernon A. Williams
Secretary, Surface Transportation Board
Mercury Building, Room 700
1925 K Street, N.W.
Washington, DC 20423

Re: STB No. AB-167 (Sub-No. 766N)
Consolidated Rail Corporation --
Abandonment of the Weehawken Branch - In Hudson County, New Jersey

Dear Mr. Williams:

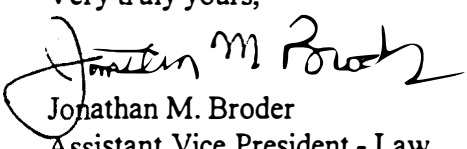
Enclosed for filing with the Commission are the original and ten (10) copies of an Application for Abandonment of a Line of Railroad in reference to the above-described abandonment, which are submitted pursuant to 45 U.S.C. §748, together with the \$300.00 filing fee.

Exhibit G to the Application contains extensive appendices. All copies and service copies contain Exhibit G, but only the original Application contains all of the appendices. Copies of the appendices to Exhibit G will be made available to all parties on the service list upon request.

Please note that a 3.5-inch diskette containing a Microsoft Word formatted copy of the Application is enclosed.

Please time stamp the extra copy of this letter and return it in the enclosed self-addressed, stamped envelope.

Very truly yours,


Jonathan M. Broder
Assistant Vice President - Law
(215) 209-5020

Enclosures

cc: All Parties on Attached Service List

SERVICE LIST

Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

United States Department of Transportation
Federal Railroad Administration
400 Seventh Street, S.W.
Washington, D.C. 20590

Department of Defense
Military Traffic Management Command
Transportation Engineering Agency
Railroads for National Defense Program
720 Thimble Shoals Boulevard, Suite 130
Newport News, VA 23606-2574
Attn: Bob Kompanty

U.S. Department of the Interior
Chief, Land Resource Division
National Park Service
Room 540
800 N. Capitol Street, N.W.
Washington, D.C. 20002-4244

Railway Labor Executives Association
400 North Capitol Street
Suite 850
Washington, D.C. 20001

Railroad Retirement Board
844 North Rush Street
Chicago, IL 60611

Melvin F. Clemens, Jr., Director
Office of Compliance and Enforcement
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

The Honorable Christine Todd Whitman
Governor of the State of New Jersey
State House
Trenton, NJ 08625

Frank Wilson, Commissioner
New Jersey Department of Transportation
1035 Parkway Avenue
CN-600
Trenton, NJ 08625

John H. Pinto
Bureau of Utility and Railroad Engineering
1035 Parkway Avenue
CN 600
Trenton, NJ 08625

Rutgers Cooperative Extension of Hudson County
114 Clifton Place
Third Floor - Murdoch Hall
Jersey City, NJ 07304-3194

James Lloyd
Senior Vice President and General Counsel
National Railroad Passenger Corp. (Amtrak)
60 Massachusetts Avenue, N.E.
Washington, D.C. 20002

Andrew J. Jaskolka
State Review Process
101 South Broad Street
CN-800 - Room 813A
Trenton, NJ 08625-0800

Roger Grenier, Plant Manager
Cognis Corporation
(formerly Henkel Corp.)
1301 Jefferson Street
Hoboken, NJ 07030

Michael White
Dykes Lumber Company
1899 Park Avenue
Weehawken, NJ 07087

Daniel Censulo
New Jersey Transit Corporation
Office of New Rail Construction
One Penn Plaza East, 12th Floor
Newark, NJ 07105-2246

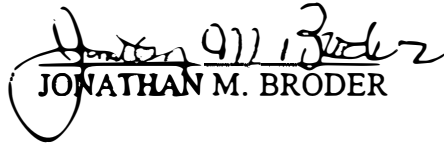
Suzanne Silverman, Esq.
Deputy Attorney General
NJ Department of Law and Public Safety
Division of Law
One Penn Plaza East, 6th Floor
Newark, NJ 07105-2246

James R. Paschall, Esq.
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9241

Natalie S. Rosenberg, Esq.
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

CERTIFICATE OF SERVICE AND
COMPLIANCE WITH EX PARTE 419 (365 I.C.C. 472)

I, Jonathan M. Broder, hereby certify that the foregoing Application has been served, by United States mail, first class, postage prepaid upon all persons set forth on the foregoing Service List, on November 13, 2000, in accordance with Ex Parte 419 (Conrail Abandonments Under NERSA, 365 I.C.C. 472).


JONATHAN M. BRODER

DATE: November 13, 2000

BEFORE THE
SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423

DOCKET NO. AB 167 (SUB-NO. 766N)

APPLICATION OF CONSOLIDATED RAIL CORPORATION PURSUANT TO 45
U.S.C. § 748 FOR ABANDONMENT OF A LINE OF RAILROAD KNOWN AS THE
WEEHAWKEN BRANCH, IN HUDSON COUNTY, NEW JERSEY

1. Consolidated Rail Corporation ("Conrail") hereby files this application pursuant to section 308(c) of the Regional Rail Reorganization Act of 1973 ("RRR Act"), codified as 45 U.S.C. §748(c), for a Certificate of Abandonment of the line of railroad described herein. Conrail is the "Corporation" named in said statute as to abandonment of lines where a Notice of Insufficient Revenue has been timely filed. 45 U.S.C. §702(5); 45 U.S.C. §741(k)(19). In STB Finance Docket No. 33388, CSX Corporation and CSX Transportation, Inc., Norfolk Southern Corporation and Norfolk Southern Railway Company -- Control and Operating Leases/Agreements -- Conrail Inc. and Consolidated Rail Corporation, Decision No. 89 (served July 23, 1998), the Surface Transportation Board ("STB") approved the control of Conrail by CSX Corporation and Norfolk Southern Corporation, but in Ordering Paragraph 15 of that Decision it found and held that Conrail continues to be a railroad subject to the jurisdiction of the Surface Transportation Board, after approval and exercise of the control authorized therein.

2. A copy of the applicable statute, 45 U.S.C. §748, is attached hereto as Exhibit A.

3. A Notice of Insufficient Revenue ("NIR") as to the Subject Line of railroad was filed with the Interstate Commerce Commission on October 31, 1983, under the captioned docket, pursuant to 45 U.S.C. §748(c)(1).

4. The line of railroad subject to this application ("Subject Line"), totaling approximately 3.84 miles in length, situated in Hudson County, New Jersey, was described in the NIR as follows:

The Weehawken Branch, from its point of switch in Jersey City (approximately Milepost 0.0), to southerly R.O.W line of Baldwin Avenue, in Weehawken (approximately Milepost 2.84), including the former DL&W Railroad Lead to Hoboken Freight Yard in Jersey City.

Attached as Exhibit B is a map showing the location of the Subject Line.

5. The Subject Line is part of the "Shared Assets Areas" which continue to be operated by Conrail, pursuant to and subject to the Shared Assets Areas Operating Agreements, as approved and authorized in STB Finance Docket No. 33388, Decision No. 89.

6. This application is filed simultaneously with an application in Docket No. AB-167 (Sub-No. 1067N), seeking abandonment of a line of railroad known as the River Line. Due to changes in track alignments and operations since the NIR notices were filed in this docket and Docket No. AB-167 (Sub-No. 1067N), the River Line and the Weehawken Branch are now operated as a single line. Therefore, these two applications should be considered together. Only two customers are located on the lines as presently configured and operated.

7. Pursuant to the terms of a Freight Relocation and River Line Acquisition Agreement ("Acquisition Agreement") between Conrail and New Jersey Transit

Corporation ("NJT"), made as of June 8, 1989, Conrail agreed to sell to NJT the real estate and rail of the Subject Line, but retained in the contract a free and exclusive easement for the operation and maintenance of rail freight service on the Subject Line. A copy of the Acquisition Agreement is attached hereto as Exhibit G. Conveyance of the Subject Line to NJT, with retention of the easement for freight operations, was completed on or about October 24, 1995.¹

8. The Acquisition Agreement provides for the sale of the River Line to NJT and rehabilitation of the line for use as a light rail passenger service line, the construction of certain modifications to Conrail's Northern Branch including the removal of various "at-grade" street or highway crossings to facilitate freight operations in the North Jersey area, and the relocation of through freight service now utilizing the River Line to the Northern Branch. The agreement contemplates that simultaneous local freight and passenger operations may be conducted on the line, but certain additional facilities required for the safe operation of both freight and light rail passenger service on the same line must be constructed at the expense of Conrail. At the time the Acquisition Agreement was executed with NJT, the Subject Line was subject to the NIR filed herein on October 31, 1983.

9. Attached hereto as Exhibit C is a summary, based on the most recent data available to Conrail, setting forth financial data for the Subject Line. Exhibit C contains

¹ In F.D. No. 31847, State of Maine, Dept. of Transportation -- Acq. and Op. Exemption -- Maine Central RR Co., (served May 24, 1991) the Interstate Commerce Commission held that it did not have jurisdiction over the sale of the underlying assets of a line of railroad to a commuter agency, where the selling railroad retained both the obligation and the means to provide common carrier rail freight service. The Commission stated that any similar transaction should be submitted to it so that a determination could be made on its jurisdiction in each instance. The Acquisition Agreement for sale of the Subject Line to NJT predated the decision in State of Maine, and the agreement was not submitted for Commission approval. However, Conrail did not give up its common carrier obligations, and it retained an easement over the line and insured an exclusive "window" of operations to provide freight service over the line. Therefore, the conditions found necessary in State of Maine to insure that the carrier retained the ability to meet common carrier obligations were preserved.

consolidated information for the Weehawken Branch subject to this application and for the River Line subject to Docket No. AB-167 (Sub-No. 1067N). Exhibit C shows total revenues attributable, avoidable costs, and total avoidable loss from operation of the two lines.

10. Exhibit C contains financial data for the Base Year (September, 1999 to August, 2000), the Forecast Year (September, 2000 to August, 2001), and the Projected Subsidy Year (September, 2000 to August, 2001). The Exhibit shows an Avoidable Loss from Operations for the Base Year of \$4,703, an Estimated Forecast Year Avoidable Loss of \$7,752, and an estimated subsidy of \$1,834,630, required to keep the two Subject Lines in operation.

11. Because CSX Transportation ("CSXT") or Norfolk Southern Railway Company ("NS") are now the waybill origin or destination railroads on all traffic handled by Conrail, and Conrail now receives as its revenue a recovery of its costs from CSXT and NS, as determined by the Shared Assets Operating Agreements approved by the STB in Docket No. 33388, Decision No. 89, "Revenues Attributable" on Exhibit C are shown as "All Other Revenue & Income," and consist of the Conrail average cost recovery by carload, for the number of carloads handled on the line. "Off-Branch Costs" cover only the costs of the transfer move made by Conrail between the branch and Bayonne Yard, where the cars are delivered to CSXT or NS. Determination of On-Branch and Off-Branch costs is shown on Worksheets A and B, attached to Exhibit C. Cost indexes utilized in the preparation of elements of Conrail's costs, and the calculation of Nominal Rate of Return, are shown in Exhibits D and E, respectively. The two shippers, and their 1999 Annual and Base Year traffic, are shown on Worksheet A. No traffic, costs or revenue are shown for overhead traffic, which can be rerouted to the Northern Branch.

12. NJT will rehabilitate the line to handle light rail commuter passenger service, and will maintain the track to a standard greater than the level of maintenance required for the handling of freight traffic on the line. The provisions of the Acquisition Agreement for the possible simultaneous freight and light rail passenger operation on the line provide that if freight service is to be continued on the line, certain additional facilities required for the safe operation of freight and passenger service on the same line must be constructed at the expense of Conrail. Exhibit F shows these additional costs. These costs are shown on Exhibit C as a rehabilitation cost, because those costs must be incurred if freight service is to be continued on the lines. The costs of these safety features are less than the rehabilitation and maintenance costs of the line which are to be provided by NJT. Because Conrail does not own the Subject Line, Exhibit C shows a net liquidation value of \$0.

13. Pursuant to 45 U.S.C. §748(d), the aforesaid revenue, cost, and subsidy information will be furnished, on request, to any person who intends to make an offer of financial assistance pursuant to 45 U.S.C. §748(d). Requests should be made in writing, as provided in Paragraph 18 hereof.

14. Pursuant to the Shared Assets Operating Agreement for North Jersey, CSXT and NS have operating rights over all of the tracks in the North Jersey Shared Assets Area, including the Subject Tracks. CSXT and NS are each filing, simultaneously herewith, a Petition for Exemption to discontinue their operating rights over the Subject Tracks.

15. The abandonment of freight service on the River Line will facilitate the improvement of passenger and freight service in the northern New Jersey area, as it will allow the River Line to be reconstructed and dedicated to light rail passenger service and avoid the unnecessary expenditure of funds and operating restrictions necessary to

accommodate joint light rail passenger and freight service on the line, and it will facilitate the reconstruction of the Northern Branch, the removal of "at-grade" highway and street crossings on that line, and the transfer of through freight service from the River Line to the Northern Branch.

16. While Conrail must abandon its freight service on the Subject Lines and discontinue service to local customers to allow reconstruction of the lines for light rail passenger service to avoid the construction of additional facilities, Conrail does not intend to terminate its use of the line for overhead service until the Northern Branch has been reconstructed to remove "at-grade" crossings and allow its unencumbered use for through freight service.

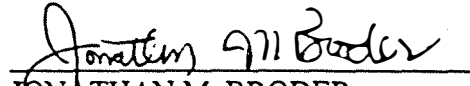
17. Within 15 days after the filing of this application, persons desiring a more detailed statement setting forth the basis upon which the subsidy estimate was calculated may request such information in writing as provided in paragraph 18 hereof. Such detailed statement will be furnished within 15 days after receipt of the request.

18. All requests for information or offers of financial assistance must be made in writing to Jonathan M. Broder, Assistant Vice President - Law, Consolidated Rail Corporation, 2001 Market Street, Philadelphia, Pennsylvania 19103. A copy of any such request or offer must be sent to the Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, NW, Washington, DC 20423-0001, and must refer to STB Docket No. AB-167 (Sub-No. 766N).

19. Any person requesting information or assistance with respect to the abandonment provisions under which this application is filed or the requirements and procedures governing offers of financial assistance (including proof of financial responsibility) may contact the STB Office of Proceedings (telephone 202-565-1600).

20. Correspondence to the Applicant relating to this application should be addressed to Jonathan M. Broder, Assistant Vice President - Law, Consolidated Rail Corporation, 2001 Market Street, Philadelphia, Pennsylvania 19103, Telephone 215-209-5020.

WHEREFORE, Conrail requests that the Board grant a Certificate of Abandonment of the Subject Line identified in Paragraph 4 hereof, within the time limits and in accordance with the provisions of the governing statute, 45 U.S.C. §748.


JONATHAN M. BRODER
Vice President - Law
Consolidated Rail Corporation
2001 Market Street - 16A
Philadelphia, PA 19103
(215) 209-5020

Attorney for Consolidated
Rail Corporation

DATE: November 13, 2000

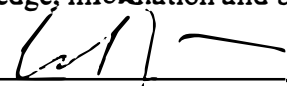
VERIFICATION

COMMONWEALTH OF PENNSYLVANIA :

: SS

COUNTY OF PHILADELPHIA :

Robert W. Ryan, being duly sworn, makes oath and says that he is Assistant Vice President, Real Estate of Consolidated Rail Corporation; that he has been authorized by proper corporate action of Consolidated Rail Corporation to verify and file with the Surface Transportation Board the foregoing Application; that he has general knowledge of the facts and matters relied upon in such Application; and that all representations set forth therein are true and correct to the best of his knowledge, information and belief.

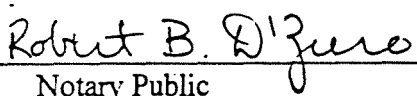


ROBERT W. RYAN

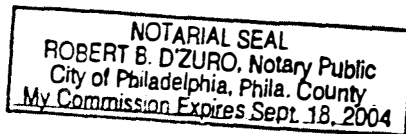
Sworn To And Subscribed

Before Me This 13th Day

Of November, 2000.



Notary Public



SECTION 308 OF REGIONAL RAIL REORGANIZATION ACT
OF 1973 (45 U.S.C.A. §748)

§ 748. Abandonments

(a) General

The Corporation may, in accordance with this section, file with the Commission an application for a certificate of abandonment for any line which is part of the system of the Corporation. Any such application shall be governed by this section and shall not, except as specifically provided in this section, be subject to the provisions of chapter 109 of Title 49.

(b) Applications for abandonment

Any application for abandonment that is filed by the Corporation under this section before December 1, 1981, shall be granted by the Commission within 90 days after the date such application is filed unless, within such 90-day period, an offer of financial assistance is made in accordance with subsection (d) of this section with respect to the line to be abandoned.

(c) Notice of insufficient revenues

(1) The Corporation may, prior to November 1, 1985, file with the Commission a notice of insufficient revenues for any line which is part of the system of the Corporation.

(2) At any time after the 90-day period beginning with the filing of a notice of insufficient revenues for a line, the Corporation may file an application for abandonment for such line. An application for abandonment that is filed by the Corporation under this subsection for a line for which a notice of insufficient revenues was filed under paragraph (1) shall be granted by the Commission within 90 days after the date such application is filed unless, within such 90-day period, an offer of financial assistance is made in accordance with subsection (d) of this section with respect to such line.

(d) Offers of financial assistance

(1) The provisions of section 10905(d)-(f) of Title 49 (including the timing requirements of subsection (d) thereof), shall apply to any offer of financial assistance under subsection (b) or (c) of this section.

(2) The Corporation shall provide any person that intends to make an offer of financial assistance under subsection (b) or (c) of this section with such information as the Commission may require.

(e) Liquidation

(1) If any application for abandonment is granted under subsection (b) of this section, the Commission shall, as soon as practicable, appraise the net liquidation value of the line to be abandoned, and shall publish notice of such appraisal in the Federal Register.

(2) Appraisals made under paragraph (1) shall not be appealable.

(3)(A) If, within 120 days after the date on which an appraisal is published in the Federal Register under paragraph (1), the Corporation receives a bona fide offer for the sale, for 75 percent of the amount at which the liquidation value of such line was appraised by the Commission, of the line to be abandoned, the Corporation shall sell such line and the Commission shall, unless the parties otherwise agree, establish an equitable division of joint rates for through routes over such lines.

(B) If the Corporation receives no bona fide offer under subparagraph (A), within such 120-day period, the Corporation may abandon or dispose of the line as it chooses, except that the Corporation may not dismantle bridges, or other structures (not including rail, signals, and other rail facilities) for 120 days thereafter. The Secretary may require that bridges or other structures (not including rail, signals, and other rail facilities), not be dismantled for an additional 8 months if he assumes all liability of any sort related to such property.

(4) If the purchaser under paragraph (3)(A) of this subsection of any line of the Corporation abandons such line within five years after such purchase, the proceeds of any track liquidations shall be paid into the general fund of the Treasury of the United States.

(f) Employee protection

The provisions of section 10903(b)(2) of Title 49, shall not apply to any abandonment granted under this section. Any employee who was protected by the compensatory provisions of subchapter V of this chapter immediately prior to August 13, 1981, who is deprived of employment by such an abandonment shall be eligible for employee protection under section 797 of this title.

EXHIBIT B
LOCATION AND MAP

WEEHAWKEN BRANCH

Jersey City-From the Point of Switch (Approx. M.P. 0.0) to
Weehawken-Southerly R.O.W. Line of Baldwin Avenue
(Approx. M.P. 2.84)

(Including the former DL&W R.R. Lead to Hoboken Freight Yard in Jersey City
Approx. 1.0 miles in length).

State(s): NJ Counties: Hudson

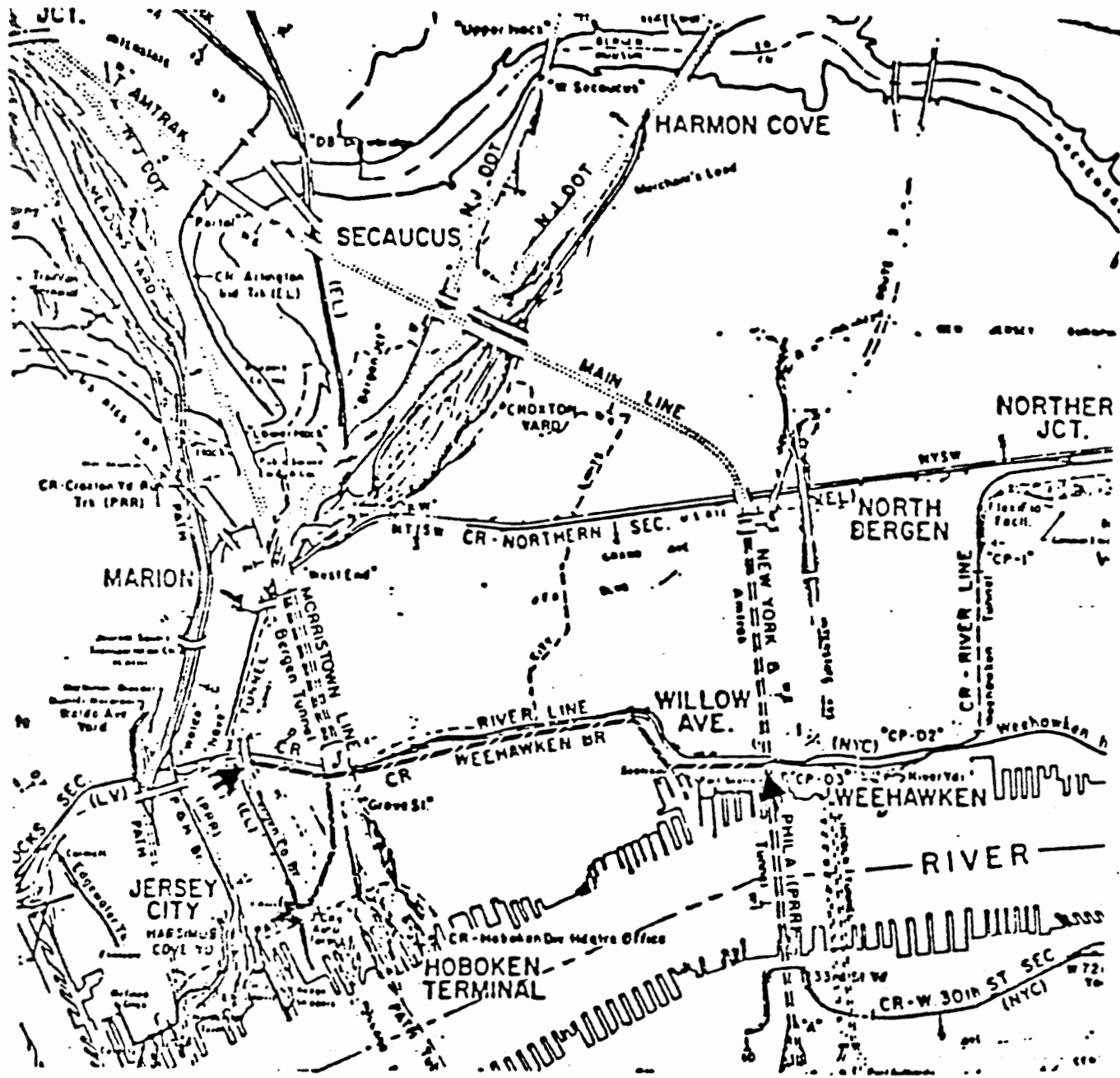


EXHIBIT J

31469

SERVICE DATE - DECEMBER 8, 2000

DO

FR-4915-00-P

DEPARTMENT OF TRANSPORTATION

Surface Transportation Board

[STB Docket No. AB-55 (Sub-No. 584X)]

CSX Transportation, Inc.—Discontinuance Exemption—in Hudson County, NJ¹

On November 20, 2000, CSX Transportation, Inc. (CSXT), filed with the Surface Transportation Board (Board) a petition under 49 U.S.C. 10502 for exemption from 49 U.S.C. 10903 to discontinue service over approximately 3.84 miles of the Weehawken

¹ The petition is related to two abandonment applications filed on November 14, 2000, by Conrail under section 308 of the Regional Rail Reorganization Act of 1973 (3-R Act), 45 U.S.C. 748, a provision added to the 3-R Act by the Northeast Rail Service Act of 1981 (Pub. L. No. 97-35). See Conrail—Abandonment of the Weehawken Branch—in Hudson County, NJ, STB Docket No. AB-167 (Sub-No. 766N); and Conrail—Abandonment of the River Line—in Hudson County, NJ, STB Docket No. AB-167 (Sub-No. 1067N). Conrail has requested that the applications be considered together because the Weehawken Branch and the River Line are operated as a single line due to changes made to track alignment and operations. Where appropriate, the two lines will be referenced as the River Line.

Notices of Insufficient Revenues were timely filed on October 31, 1983, and October 31, 1985, respectively. The Board must grant the applications within 90 days after their filing date (i.e., by February 12, 2001) unless offers of financial assistance (OFA) are filed within the 90-day period. See sections 308(c) and (d).

Branch² and approximately 6.95 miles of the River Line³ in Hudson County, NJ. The lines traverse U.S. Postal Zip Codes 07302, 07303, 07306, 07407, and 07087.

CSXT acquired the right to operate over these lines under the North Jersey Shared Assets Areas Operating Agreement approved by the Board in CSX Corp.–Control and Operating Leases/Agreements–Conrail Inc., STB Finance Docket No. 33388 (Decision No. 89) (STB served July 23, 1998), clarified and modified (Decision No. 96) (STB served Oct. 19, 1998), petitions for review pending sub nom. Erie Niagara Rail Steering Committee v. STB, Nos. 98-4285, et al. (2d Cir. filed July 31, 1998).⁴ Pursuant to that agreement, CSXT does not conduct freight operations over the River Line. CSXT

² The 3.84-mile segment extends from the point of switch in Jersey City (approximately MP 0.00), to the southerly R.O.W. line of Baldwin Avenue, in Weehawken (approximately MP 2.84), and includes the former DL&W Railroad Lead to the Hoboken Freight Yard in Jersey City.

³ The 6.95-mile segment is divided into in two parts: (1) from the connection to the Passaic and Harismus Branch at CP “Waldo” in Jersey City (approximately MP 0.00) to the south side of Clifton Road in Weehawken (approximately MP 4.7), including the River Yard; and (2) from (a) the south side of Clifton Road in Weehawken (approximately MP 0.00) to the northwest side of Tonnelle Avenue (excluding the portion of line, associated track, and underlying right-of-way necessary to retain access and continue service to Durkee Foods) in North Bergen (approximately MP 1.53); (b) the National Docks Secondary in Jersey City from its connection with the River Line at CP “Nave” to the east side of Newark Avenue (approximately 1,350 feet); and (c) the Weehawken Branch (Chicken Yard) in Weehawken, from its connection with the River Line on the east side of Willow Avenue to the end of the track (approximately 2,450 feet).

⁴ Norfolk Southern Railway Company also acquired the same rights with respect to the River Line and filed a similar petition for exemption on November 14, 2000. See Norfolk Southern Railway Company–Discontinuance Exemption–in Hudson County, NJ, STB Docket No. AB-290 (Sub-No. 212X).

publishes rates and maintains stations for the River Line's shippers,⁵ and Conrail conducts the actual train operations in CSXT's name.

The lines do not contain federally granted rights-of-way. A large part of the real estate and track is owned by the New Jersey Transit Corporation (NJT), and the remainder is owned by Conrail.⁶ Any documentation in CSXT's possession will be made available promptly to those requesting it.

The interest of railroad employees will be protected by the conditions set forth in Oregon Short Line R. Co.—Abandonment—Goshen, 360 I.C.C. 91 (1979).

By issuing this notice, the Board is instituting an exemption proceeding pursuant to 49 U.S.C. 10502(b). A final decision will be issued by March 9, 2001.⁷

⁵ Two shippers, Cognis Chemical Company and Dykes Lumber Company, are being served.

⁶ The River Line's real estate and track was transferred to NJT on or about October 24, 1995, pursuant to the Freight Relocation and River Line Acquisition Agreement that Conrail and NJT entered into on June 8, 1989. Conrail retained a free and exclusive easement for the operation and maintenance of rail freight service.

NJT will reconstruct the River Line and dedicate it to light rail commuter passenger service. The River Line's freight operations will be transferred to Conrail's Northern Branch, which will be reconstructed to accommodate through train service and to remove "at-grade" highway and street crossings. Conrail will not terminate freight operations or consummate the abandonment of the River Line, and CSXT will not exercise the discontinuance authority, until the Northern Branch has been reconstructed.

⁷ CSXT has requested that its petition for exemption be granted with an effective date of February 12, 2001, to coincide with the anticipated effectiveness of the two related Conrail abandonment applications. This request will be considered by the Board when the petition for exemption is addressed.

Any OFA with respect to the lines should be filed in the pertinent Conrail application proceeding under section 308(d) of the 3-R Act and 49 CFR 1152.27. Each OFA must be accompanied by a \$1,000 filing fee. See 49 CFR 1002.2(f)(25).

All filings in response to this notice must refer to STB Docket No. AB-55 (Sub-No. 584X) and must be sent to: (1) Surface Transportation Board, Office of the Secretary, Case Control Unit, 1925 K Street, N.W., Washington, DC 20423-0001; and (2) Natalie Rosenberg, CSX Transportation, Inc., 500 Water Street, Jacksonville, FL 32202. Replies to the CSXT petition are due on or before December 28, 2000.

Persons seeking further information concerning abandonment and discontinuance procedures may contact the Board's Office of Public Services at (202) 565-1592 or refer to the full abandonment or discontinuance regulations at 49 CFR part 1152.

An environmental assessment (or impact statement) is normally made available in abandonment or discontinuance proceedings, but under 49 CFR 1105.6(d), the Board may modify the environmental requirements in appropriate circumstances. The requirements are being modified here. CSXT has never conducted operations over the line apart from those Conrail conducted on CSXT's behalf. Granting a carrier authority to discontinue service it has never provided appears to have no environmental impact. The requirement that the carrier submit a report and that the Board prepare an analysis are therefore superfluous.

Board decisions and notices are available on our website at
"WWW.STB.DOT.GOV."

Decided: November 28, 2000.

STB Docket No. AB-55 (Sub-No. 584X)

By the Board, David M. Konschnik, Director, Office of Proceedings.

Vernon A. Williams

Secretary

EXHIBIT K

STB DOCKET NO. AB-167 (SUB-NO. 766N)¹

CONRAIL ABANDONMENT OF THE WEEHAWKEN BRANCH
IN HUDSON COUNTY, NJ

Decided March 12, 2001

The Board holds that Conrail may invoke section 308 of the Regional Rail Reorganization Act to abandon a line even though the railroad has sold the physical assets and retains only an easement interest.

BY THE BOARD:

Consolidated Rail Corporation (Conrail) filed two applications on November 14, 2000, under section 308 of the Regional Rail Reorganization Act of 1973, 45 U.S.C. 748,² to abandon approximately 3.84-miles of the Weehawken Branch,³ 6.95-miles of the River Line,⁴ and associated trackage in Hudson County, NJ. Subsequently, on February 12, 2001, the date the abandonments were to become effective, Cognis Corporation (Cognis), one of

¹ This decision embraces STB Docket No. AB-167 (Sub-No. 1067N), *Conrail Abandonment of the River Line — in Hudson County, NJ*. These proceedings are not consolidated. They are being considered together because the two lines at issue are operated as a single line.

² Section 308 was added by the Northeast Rail Service Act of 1981 (NERSA), enacted as Subtitle E of the Omnibus Budget Reconciliation Act of 1981, Pub. L. No. 97-35. NERSA established separate, expedited procedures for abandonments filed by Conrail.

³ The 3.84-mile segment of the Weehawken Branch extends from the “point of switch in Jersey City[, NJ]” (approximately MP 0.00) “to the southerly R.O.W. line of Baldwin Avenue in Weehawken[, NJ]” (approximately MP 2.84), and includes “the former DL&W Railroad Lead to the Hoboken Freight Yard in Jersey City.” Conrail Application in STB Docket No. AB-167 (Sub-No. 1067N) at 2.

⁴ The 6.95-mile segment is composed of part of Conrail’s River Line: (1) from the connection to the Passaic and Harismus Branch at Controller Point (CP) “Waldo” in Jersey City (approximately MP 0.00) to the south side of Clifton Road in Weehawken (approximately MP 4.7), including the River Yard; and (2) from the south side of Clifton Road in Weehawken (approximately MP 0.00) to the northwest side of Tonnelle Avenue (excluding the portion of line, associated track, and underlying right-of-way necessary to retain access and continue service to Durkee Foods) in North Bergen, NJ (approximately MP 1.53); plus the National Docks Secondary in Jersey City from where it connects with the River Line at CP “Nave,” to the east side of Newark Avenue (approximately 1,350 feet); and the Weehawken Branch (Chicken Yard) in Weehawken, from where it connects with the River Line on the east side of Willow Avenue to the end of the track (approximately 2,450 feet).

the lines' two active shippers, filed a timely offer of financial assistance (OFA) under 49 U.S.C. 10904 and 49 CFR 1152.27 to subsidize and purchase the two lines (referred to as the River Line).

In a decision served on February 16, 2001, Cognis was found financially responsible and its offer was found sufficiently reasonable to begin negotiations.⁵ The issuance of decisions authorizing abandonments was postponed and the deadline for the parties to request that the Board establish terms and conditions for the subsidy and purchase of the River Line, in the event the parties cannot reach an agreement, was established as March 14, 2001.

On March 2, 2001, Cognis filed a request to extend the time period to negotiate a subsidy and purchase price until 30 days after the later of the March 14, 2001, deadline or the service date of decisions ruling on the merits of Cognis' motions to dismiss Conrail's abandonment applications and Cognis' petitions for a reduction of the filing fee for setting terms and conditions.⁶ Cognis states that the requested extension would facilitate the parties' efforts to reach an agreement. Additionally, Cognis states that there would be no need to go forward with the OFA process if its motions to dismiss the Conrail abandonment applications were granted.

In reply, Conrail concedes that we have the authority to grant an exemption, pursuant to 49 U.S.C. 10502, from the 30-day limit on the OFA negotiating period. Conrail, however, argues that no basis for an exemption exists, citing a need for expedition. But Conrail admits that it has not met with Cognis to negotiate terms and conditions.

DISCUSSION AND CONCLUSIONS

We will treat Cognis' request as one for an exemption under 49 U.S.C. 10502 from the provisions of 49 U.S.C. 10904(e) and for relief from related regulatory requirements at 49 CFR 1152.27(g). Under section 10502, we must exempt a transaction or service from a provision of law when we find that: (1) regulation is not necessary to carry out the rail transportation policy of 49 U.S.C. 10101; and (2) either (a) the transaction or service is of limited scope, or (b) regulation is not needed to protect shippers from the abuse of market power.

⁵ Cognis offered \$7,960 to subsidize the continued operation of the River Line for 1 year and the nominal sum of \$1 to purchase Conrail's interest at any time prior to the expiration of the subsidy period, with the purchase decision left to Cognis' sole discretion.

⁶ On March 2, 2001, the Secretary of the Board granted in part Cognis' request for a reduction in the fee for filing requests to set terms and conditions.

The exemption will enable the parties in this unusual situation to begin negotiations. The exemption also will permit Cognis to receive a ruling on its motion to dismiss the abandonment applications before the expiration of the negotiating period. That decision would either eliminate the need to pursue the section 10904 process or permit it to go forward with the issues raised by the motion resolved.

As such, exemption here will further the rail transportation policy by minimizing the need for Federal regulatory control over the rail transportation system, promoting a safe and efficient rail transportation system, and fostering sound economic conditions in transportation. 49 U.S.C. 10101(2)(3), and (5). Other aspects of the rail transportation policy will not be adversely affected.

Regulation is not needed to protect shippers from the abuse of market power in this instance. Permitting additional time for negotiations here will benefit shippers. Because there is no need to protect shippers from the abuse of market power, there is no need to make a limited scope finding.

The due date for petitions to set terms and conditions for the subsidy and purchase of the River Line will be extended for 30 days, from March 14, 2001, to April 13, 2001.

This action will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. Petitions to set terms and conditions for the subsidy and purchase of the River Line will be due on April 13, 2001.
2. This decision is effective on March 13, 2001.

By the Board, Chairman Morgan, Vice Chairman Clyburn, and Commissioner Burkes.

EXHIBIT L

SERVICE DATE - LATE RELEASE JANUARY 17, 2002

SURFACE TRANSPORTATION BOARD

DECISION

STB Docket No. AB-167 (Sub-No. 766N)

CONRAIL ABANDONMENT OF THE WEEHAWKEN
BRANCH—IN HUDSON COUNTY, NJ

STB Docket No. AB-167 (Sub-No. 1067N)

CONRAIL ABANDONMENT OF THE RIVER
LINE—IN HUDSON COUNTY, NJ¹

Decided: January 17, 2002

On November 14, 2000, the Consolidated Rail Corporation (Conrail) filed two applications under section 308 of the Regional Rail Reorganization Act of 1973, 45 U.S.C. 748,² to abandon its interest in approximately 3.84 miles of the Weehawken Branch³ and 6.95 miles of

¹ These proceedings are not consolidated. They are being considered together because the lines at issue are operated as a single line as a result of changes made to track alignment and operations.

² Section 308 was adopted in the Northeast Rail Service Act of 1981 (NERSA), enacted as Subtitle E of the Omnibus Budget Reconciliation Act of 1981, Pub. L. No. 97-35. NERSA established unique, expedited procedures for Conrail abandonments. Section 308(c) applies to lines for which Conrail filed a Notice of Insufficient Revenue (NIR) prior to a certain date (originally November 1, 1983, but extended to November 1, 1985, by Pub. L. No. 98-181). Section 308 provides that abandonment authority would automatically be granted within 90 days of the filing of an application unless an offer of financial assistance (OFA) pursuant to 49 U.S.C. 10904 is made to purchase, or subsidize operations over, the line. Conrail filed NIRs for the lines at issue here on October 31, 1983, and October 31, 1985, respectively.

³ This segment of the Weehawken Branch extends from the “point of switch in Jersey City[, NJ]” (approximately MP [milepost] 0.00) “to the southerly R.O.W. [right-of-way] line of Baldwin Avenue in Weehawken[, NJ]” (approximately MP 2.84), and includes “the former DL&W [Delaware, Lackawanna & Western] Railroad Lead to the Hoboken Freight Yard in Jersey City.” Conrail Application in STB Docket No. AB-167 (Sub-No. 1067N) at 2.

the River Line,⁴ in Hudson County, NJ. For convenience, the two lines are referenced jointly as the River Line. Under section 308, the requested abandonment authorizations would have become effective in 90 days, or on February 12, 2001, absent the timely filing of an OFA.

On February 12, 2001, Cognis Corporation (Cognis), one of two businesses that used rail service on the River Line within the past 2 years,⁵ filed a two-pronged OFA to subsidize the continued operation of the River Line for a 1-year period⁶ and to obtain the option to purchase Conrail's interest in the River Line at any time prior to the expiration of the subsidy period. In a decision served on February 16, 2001, Cognis was found financially responsible and the abandonment authorizations were postponed to allow the OFA process to proceed under 49 U.S.C. 10904 and 49 CFR 1152.27. Cognis filed a petition asking that conditions and compensation be set for its subsidy and purchase of the River Line on April 13, 2001.⁷ Conrail filed a reply on April 23, 2001, and the New Jersey Transit Corporation, an instrumentality of the State of New Jersey, filed a reply on May 3, 2001.

On January 9, 2002, Cognis withdrew its OFA. Because no other bona fide offer was filed, Conrail will be authorized to abandon the River Line. The abandonment may not be consummated, however, until related petitions for exemption to discontinue service over the River Line, filed by Norfolk Southern Railway Company on November 14, 2000, see Norfolk Southern Railway Company—Discontinuance Exemption—in Hudson County, NJ, STB Docket No. AB-290 (Sub-No. 212X), and CSX Transportation, Inc., on November 20, 2000, see CSX

⁴ This segment is composed of the following parts: (1) the River Line, from the connection to the Passaic and Harismus Branch at Controller Point (CP) "Waldo" in Jersey City (approximately MP 0.00) to the south side of Clifton Road in Weehawken (approximately MP 4.7), including the River Yard; (2) the River Line, from the south side of Clifton Road in Weehawken (approximately MP 0.00) to the northwest side of Tonnelle Avenue (excluding the portion of line, associated track, and underlying right-of-way necessary to retain access and continue service to Durkee Foods) in North Bergen, NJ (approximately MP 1.53); (3) the National Docks Secondary in Jersey City, from where it connects with the River Line at CP "Nave" to the east side of Newark Avenue (approximately 1,350 feet); and (4) the Weehawken Branch (Chicken Yard) in Weehawken, from where it connects with the River Line on the east side of Willow Avenue to the end of the track (approximately 2,450 feet).

⁵ Dykes Lumber Company, Inc., the other business, agreed to share in the costs of preparing, negotiating, and executing the OFA.

⁶ Under section 10904(f)(4)(B), subsidy arrangements may not remain in effect for more than a year unless agreed to by the parties.

⁷ The deadline for requesting a decision establishing terms and conditions was extended in a decision served on March 13, 2001.

Transportation, Inc.—Discontinuance Exemption—in Hudson County, NJ, STB Docket No. AB-55 (Sub-No. 584X), are granted and services are discontinued.

This action will not significantly affect either the quality of the human environment or the conservation of energy resources.

It is ordered:

1. Conrail is authorized to abandon the River Line as described and provided above.
2. Pursuant to the provisions of 49 CFR 1152.29(e)(2), Conrail shall file a notice of consummation with the Board to signify that it has exercised the authority granted and fully abandoned the Line. If consummation has not been effected by Conrail's filing of a notice of consummation by January 17, 2003, and there are no legal or regulatory barriers to consummation, the authority to abandon will automatically expire. If a legal or regulatory barrier to consummation exists at the end of the 1-year period, the notice of consummation must be filed no later than 60 days after satisfaction, expiration, or removal of the legal or regulatory barrier.
3. This decision is effective on its service date.

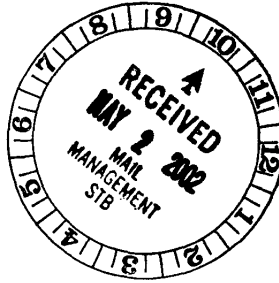
By the Board, Vernon A. Williams, Secretary.

Vernon A. Williams
Secretary

EXHIBIT M



May 1, 2002



UPS NEXT DAY AIR

Vernon A. Williams
Secretary, Surface Transportation Board
Mercury Building, Room 700
1925 K Street, N.W.
Washington, DC 20423

Re: STB No. AB-167 (Sub-No. 766N) *205299*
Consolidated Rail Corporation --
Abandonment of the Weehawken Branch - In Hudson County, New Jersey

Re: STB No. AB-167 (Sub-No. 1067N) *205300*
Consolidated Rail Corporation --
Abandonment of the River Line -- In Hudson County, New Jersey

Dear Mr. Williams:

Pursuant to the provisions of 49 CFR 1152.29(e)(2) and in accordance with Ordering Paragraph No. 2 of the Board's decision served January 17, 2002 in the above-referenced proceedings, Consolidated Rail Corporation (Conrail) hereby files with the Surface Transportation Board this Notice of Consummation regarding the two abandonments authorized in the Board's January 17, 2002 decision. Please be advised that Conrail has fully exercised the abandonment authority granted by the Board as of today, May 1, 2002. For convenience, the two lines are referenced jointly as the River Line, and are as described below:

STB No. AB-167 (Sub-No. 766N): The line of railroad subject to this application, totaling approximately 3.84 miles in length, situated in Hudson County, New Jersey, was described in the NIR as follows: The Weehawken Branch, from its point of switch in Jersey City (approximately Milepost 0.0), to southerly R.O.W line of Baldwin Avenue, in Weehawken (approximately Milepost 2.84), including the former DL&W Railroad Lead to Hoboken Freight Yard in Jersey City.

ENTERED
Office of the Secretary
MAY 02 2002
Part of
Public Record

STB No. AB-167 (Sub-No. 1067N): The line of railroad subject to this application, totaling approximately 6.95 miles in length, situated in Hudson County, New Jersey, was described in the NIR as follows:

Segment 1

From its connection to the Passaic and Harismus Branch at CP "Waldo" in Jersey City (approximately Milepost 0.0±), to the south side of Clifton Road in Weehawken (approximately Milepost 4.7±), including the River Yard.

Segment 2

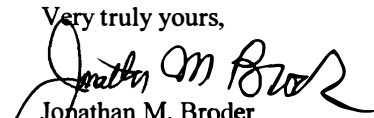
From the south side of Clifton Road in Weehawken (approximately Milepost 0.0±), to the northwest side of Tonnelle Avenue (but excluding that portion of the line, associated trackage and underlying right of way to retain access and continue service to Durkee Foods), in North Bergen (approximately Milepost 1.53±).

National Docks Secondary in Jersey City, from its connection with the River Line at CP "Nave" to the east side of Newark Avenue, a distance of approximately 1,350 feet±.

Weehawken Branch (Chicken Yard) in Weehawken, from its connection to the River Line on the east side of Willow Avenue to the end of the track, a distance of approximately 2,450 feet±.

Please time stamp the extra copy of this letter and return it in the enclosed self-addressed, stamped envelope.

Very truly yours,


Jonathan M. Broder
Assistant Vice President - Law
(215) 209-5020

SERVICE LIST

Vernon A. Williams, Secretary
Surface Transportation Board
1925 K Street, NW
Washington, DC 20423-0001

Thomas W. Wilcox, Esq.
Thompson Hine LLP
1920 N Street, NW
Suite 800
Washington, DC 20036-1600

Kevin Sheys, Esq.
Kirkpatrick & Lockhart LLP
1800 Massachusetts Avenue, NW
Second Floor
Washington, DC 20036-1800

Roger Grenier, Plant Manager
Cognis Corporation
(formerly Henkel Corp.)
1301 Jefferson Street
Hoboken, NJ 07030

Michael White
Dykes Lumber Company
1899 Park Avenue
Weehawken, NJ 07087

Daniel Censulo
New Jersey Transit Corporation
Office of New Rail Construction
One Penn Plaza East, 12th Floor
Newark, NJ 07105-2246

Suzanne Silverman, Esq.
Deputy Attorney General
NJ Department of Law and Public Safety
Division of Law
One Penn Plaza East, 6th Floor
Newark, NJ 07105-2246

James R. Paschall, Esq.
Norfolk Southern Corporation
Three Commercial Place
Norfolk, VA 23510-9241

Natalie S. Rosenberg, Esq.
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

John H. Pinto
Bureau of Utility & Railroad Engineering
1035 Parkway Avenue
CN 600
Trenton, NJ 08625

Frank Wilson, Commissioner
New Jersey Department of Transportation
1035 Parkway Avenue
CN-600
Trenton, NJ 08625

CERTIFICATE OF SERVICE

I, Jonathan M. Broder, hereby certify that the foregoing Notice of Consummation has been served, by United States mail, first class, postage prepaid upon all persons set forth on the foregoing Service List, on May 1, 2002.


JONATHAN M. BRODER

DATE: May 1, 2002