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October 8, 2014

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

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Termination and Release of Security Interest, a secondary document, dated as of October 8, 2014. The primary document to which this is connected is recorded under Recordation Number 27263. We request that this document be recorded under Recordation Number 27263-C.

The name and address of the party to the Memorandum of Termination and Release of Security Interest is:

Trustee:

The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A.)  
10161 Centurion Parkway, 2<sup>nd</sup> Floor  
Jacksonville, FL 32256

A description of the equipment covered by the Memorandum of Termination and Release of Security Interest consists of 259 locomotives consisting of (1) 140 ES44AH locomotives numbered CSXT 760-899, inclusive; (2) 34 ES44DC locomotives numbered CSXT 5221-5254, inclusive; (3) 20 SD70AC locomotives numbered CSXT 4768-4887, inclusive; and (4) 65 CW44AH locomotives numbered CSXT 557-599, inclusive, and 5101-5122, inclusive.

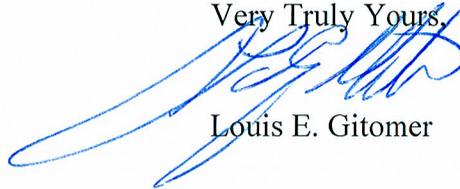
A fee of \$43.00 is enclosed. Please return one copy by email to:

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600 Baltimore Avenue, Suite 301  
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Ms. Cynthia T. Brown  
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A short summary of the document to appear in the index follows: a Memorandum of Termination and Release of Security Interest by The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A.), 10161 Centurion Parkway, 2<sup>nd</sup> Floor, Jacksonville, FL 32256, covering 259 locomotives consisting of (1) 140 ES44AH locomotives numbered CSXT 760-899, inclusive; (2) 34 ES44DC locomotives numbered CSXT 5221-5254, inclusive; (3) 20 SD70AC locomotives numbered CSXT 4768-4887, inclusive; and (4) 65 CW44AH locomotives numbered CSXT 557-599, inclusive, and 5101-5122, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosure

MEMORANDUM OF TERMINATION AND RELEASE OF SECURITY INTEREST  
RELATING TO THE SECOND SUPPLEMENTAL INDENTURE DATED AS OF  
OCTOBER 24, 2008

OCTOBER 8, 2014

The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A.) (the "Trustee") and CSX Transportation, Inc. ("CSXT") have entered (i) that certain indenture, dated as of December 13, 2007 (the "Base Indenture"), and (ii) along with CSX Corporation (the "Guarantor"), that certain second supplemental indenture dated as of October 24, 2008 (the "Second Supplemental Indenture"). The Base Indenture, as supplemented by the Second Supplemental Indenture, is referred to as the "Indenture." Capitalized terms used, but not defined, herein shall have the meaning assigned to them in the Indenture.

WHEREAS, a memorandum of second supplemental indenture dated as of October 24, 2008 among the Trustee, CSXT and CSX Corporation was recorded (i) at the Surface Transportation Board on October 24, 2008 under Recordation No. 27263-B and (ii) at the Office of the Registrar General of Canada on October 24, 2008 pursuant to Section 105 of the Canada Transportation Act as Document Key 19612.

WHEREAS, pursuant to Section 3.10 of the Second Supplemental Indenture, with respect to each unit of Equipment subject to the Lien of the Indenture (namely, 140 ES44AH locomotives numbered CSXT 0760-0899, inclusive, 34 ES44DC locomotives numbered CSXT 5221-5254, inclusive, 20 SD70AC locomotives numbered CSXT 4768-4787, inclusive, and 65 CW44AH locomotives numbered CSXT 0557-0599, inclusive, and 5101-5122, inclusive, in each case, together with any and all accessions, additions, improvements and replacements from time to time incorporated or installed thereon (collectively, the "Locomotives")), the Indenture terminated on August 15, 2014 upon the redemption of CSXT's 8.375% Secured Equipment Notes due 2014 and is of no further force and effect.

WHEREAS, pursuant to Section 3.10 of the Second Supplemental Indenture, the Company has requested that the Trustee execute and deliver this Memorandum of Termination and Release of Security Interest for the public record.

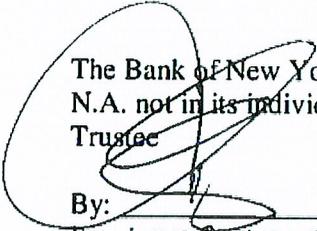
NOW, THEREFORE, the Trustee hereby acknowledges and agrees that the Locomotives are released from the Lien of the Indenture and the Indenture has no further force or effect with respect to the Locomotives.

For the avoidance of doubt, this Memorandum of Termination and Release of Security Interest shall have no effect whatsoever on any security interest relating to the Base Indenture, as supplemented by the first supplemental indenture dated as of December 13, 2007, by and among CSXT, the Guarantor and the Trustee, and CSXT's outstanding 6.251% Secured Equipment Notes Due January 15, 2023 issued thereunder, which security interest is not terminated or released hereby.

This Memorandum of Termination and Release of Security Interest shall neither impair nor terminate any rights and obligations of the parties under the Indenture which expressly survive the termination of the Indenture with respect to the Locomotives, including without limitation, the Trustee's rights, protections, immunities and indemnities expressly surviving such termination.

IN WITNESS WHEREOF, the Trustee has executed or caused this Memorandum of Termination and Release of Security Interest to be executed as of the date first above written.

The Bank of New York Mellon Trust Company,  
N.A. not in its individual capacity but solely as  
Trustee

By: 

Its: VICE PRESIDENT

STATE OF Florida )  
 ) ss.  
County of Duval )

On this 8<sup>th</sup> day of October, 2014, before me, David J Clendenin, the undersigned Notary Public, personally appeared Craig Kaye personally known to me to be the person who executed the within instrument as Vice President on behalf of Bank of New York Mellon Trust Company, N.A., and acknowledged to me that the corporation executed it.



David J Clendenin  
Notary Public for Florida  
My Commission expires Sep 3, 2015