

MARCH 28, 2014 01:05 PM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)
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March 28, 2014

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

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Termination of Lease Agreement dated as of March 28, 2014, a secondary document as defined in the Board's Rules for the Recordation of Documents.

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

Owner Trustee/Lessor: Wilmington Trust Company
Rodney Square North
Wilmington, DE 19890

Lessee: CSX Transportation, Inc.
100 North Charles Street
Baltimore, MD 21201

Chief, Section of Administration
March 28, 2014
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A description of the railroad equipment covered by the enclosed document is:

Twenty-seven (27) locomotives bearing the road numbers 7594 – 7620 inclusive.

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

Termination of Lease Agreement.

Also enclosed is a check in the amount of \$44.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/bhs
Enclosures

TERMINATION OF LEASE AGREEMENT

THIS TERMINATION OF LEASE AGREEMENT is made and entered into as of March 28, 2014 by and between WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee, as Lessor (the "Lessor") and CSX TRANSPORTATION, INC., as Lessee (the "Lessee").

- 1) Lessor has heretofore leased to Lessee all the railroad equipment (the "**Locomotives**") leased pursuant to the Lease Agreement dated as of September 15, 1990 as supplemented by Lease and Indenture Supplement No. 1, dated as of September 27, 1990, and amended by Lease and Indenture Supplement and First Amendment, dated as of January 1, 1991 (as amended, modified or supplemented to date, the "Lease"), preliminary executed copies of which were duly recorded with the Surface Transportation Board (formerly the Interstate Commerce Commission) under Recordation Numbers 17035, 17035-B and 17035-C
- 2) The Lease is terminated effective as of the date hereof.
- 3) This Termination of Lease Agreement shall neither impair nor terminate the rights and obligations of the parties under the Lease which expressly survive this termination.
- 4) This Termination of Lease Agreement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute one and the same instrument.
- 5) Capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Lease.

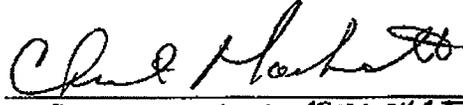
[Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have each caused this termination to be duly executed by their respective officers duly authorized as of the date and year first above written.

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee, as Lessor

By: 
Name: Jacqueline E. Solone
Title: Assistant Vice President*

CSX TRANSPORTATION, INC., as Lessee

By: 
Name: CHRISTINE MASTROMATTEO
Title: VICE PRESIDENT + TREASURER

STATE OF DELAWARE)
)
) SS:
COUNTY OF NEW CASTLE)

On this, the 26 day of March, 2014, before me, a Notary Public in and for said County and State, personally appeared Jacqueline E. Solone, who being by me duly sworn, says that she is the Assistant Vice President of WILMINGTON TRUST COMPANY, that said instrument was signed on behalf of said bank by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Ramona L. Ringgold
Name: _____
Notary Public
My Commission Expires: _____
Residing In: _____

RAMONA L. RINGGOLD
NOTARY PUBLIC
STATE OF DELAWARE
My Commission Expires 09-16-2015

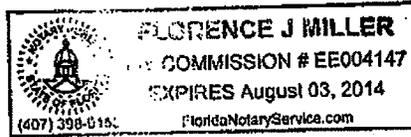


STATE OF Florida)
)
COUNTY OF Duval) SS:

On this, the 28th day of March, 2014, before me, a Notary Public in and for said County and State, personally appeared Christine Kossmatta, who being by me duly sworn, says that he/she is the Log Leasing Manager of CSX TRANSPORTATION, INC., that said instrument was signed on behalf of said bank by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Florence J. Miller
Name: _____
Notary Public
My Commission Expires: 03/2014
Residing In: Duval Co. Fl.



CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 3/28/14

Edward M Luria
Edward M. Luria