



CSX RAIL TRANSPORT
Law Department

9-095A037

10
500 Water Street
Speed Code J-150
Jacksonville, FL 32202
(904) 359-3100
Writer's direct telephone line:

(904) 359-3673

March 22, 1989

Secretary
Interstate Commerce Commission
12th & Constitution, NW
Washington, DC 20423

RECORDATION NO. 7049 P FILED 1425
APR 5 1989 -2 10 PM
INTERSTATE COMMERCE COMMISSION
4/5/89
13 00
Washington, D. C.

Dear Secretary:

I have enclosed four counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is an Instrument of Satisfaction and Release dated as of March 1, 1989, a secondary document. The primary document to which this release is connected is recorded under Recordation No. 7049.

The names and addresses of the parties to the release are as follows:

Mercantile-Safe Deposit
and Trust Company
P. O. Box 2258
Baltimore, Maryland 21203

United States Trust
Company of New York
45 Wall Street
New York, New York 10005

APR 5 2 09 PM '89
HISTORICAL OPERATING UNIT

Secretary
Interstate Commerce Commission
March 22, 1989
Page 2

CSX Transportation, Inc.
(successor to Seaboard Coast
Line Railroad Company and
Louisville and Nashville
Railroad)
500 Water Street
Jacksonville, Florida 32202

A fee check in the amount of \$13 is also enclosed.
Please return all counterparts not required by the Commission
for recordation to:

Mr. David M. Yearwood
Senior Counsel
CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

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

General release.

Very truly yours,


David M. Yearwood
Senior Counsel

DMY/cra

W/Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

4.7.89

OFFICE OF THE SECRETARY

David M. Yearwood
Senior Counsel
CSX Transportation Inc
500 Water Street $\frac{1}{2}$
Jacksonville, Florida 32202

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4.5.89 at 2.10pm, and assigned recordation number(s). 7049-F

Sincerely yours,

Narta L. McGee

Secretary

Enclosure(s)

APR 5 1989 -2 10 PM

INTERSTATE COMMERCE COMMISSION

INSTRUMENT OF SATISFACTION AND RELEASE dated as of March 1, 1989 by and among MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent (the "Agent"), UNITED STATES TRUST COMPANY OF NEW YORK, as Trustee (the "Trustee") under a Trust Agreement dated as of December 27, 1973, as amended, with General Electric Credit and Leasing Corporation, CSX TRANSPORTATION, INC., as Lessee (the "Lessee") (successor by merger to Louisville and Nashville Railroad Company (the "L&N")).

WITNESSETH:

WHEREAS, the Agent, the Trustee and the L&N hereto entered into a Conditional Sale Agreement (the "Conditional Sale Agreement") dated as of March 1, 1974;

WHEREAS, the Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission on March 19, 1974 and assigned Recordation No. 7049-C;

WHEREAS, the Trustee and the L&N entered into a Lease of Railroad Equipment (the "Lease") dated as of December 27, 1973 covering the equipment described in Schedule A thereto (the "Equipment");

WHEREAS, the Trustee and the L&N entered into an Amendment Agreement (the "Amendment Agreement") dated as of March 1, 1974 to the Lease;

WHEREAS, the Lease was filed and recorded with the Interstate Commerce Commission on December 28, 1973 and assigned Recordation No. 7049-B;

WHEREAS, the Amendment Agreement was filed and recorded with the Interstate Commerce Commission on March 19, 1974 and assigned Recordation No. 7049-D;

WHEREAS, the Trustee and the Agent entered into an Assignment of Lease and Agreement (the "Assignment") dated as of March 1, 1974;

WHEREAS, the Assignment was filed and recorded with the Interstate Commerce Commission on March 19, 1974 and assigned Recordation No. 7049-E;

WHEREAS, the Lessee is successor by merger to all the rights and obligations of the L&N under the Conditional Sale Agreement, Lease, Amendment Agreement and Assignment; and

WHEREAS, the parties hereto desire to execute this Instrument to evidence for public records the satisfaction and release of the rights and obligations of the parties under the

Conditional Sale Agreement, the Lease, as amended, and the Assignment, and the transfer by the Agent and the Trustee of all their rights, titles and interests in and to the Equipment to the Lessee.

NOW, THEREFORE, in consideration of the premises, the parties hereto do hereby acknowledge satisfaction and release of all the covenants, obligations, payments and requirements of the Conditional Sale Agreement, Lease, as amended by the Amendment Agreement, and the Assignment.

The Agent and the Trustee do hereby transfer all their rights, titles and interests in and to the Equipment to the Lessee.

The Lessee will cause this instrument to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303, and will furnish a recorded counterpart thereof to the Agent and the Trustee.

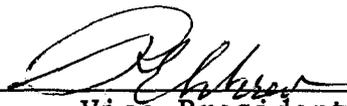
This Instrument shall be executed in several counterparts, each of which so executed shall be deemed to be an original and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Agent, the Trustee and the Lessee have caused this Instrument to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and attested by their respective duly authorized officers as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, as Agent

ATTEST:

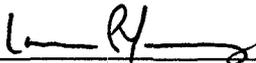
By: _____

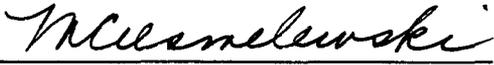

Vice President


Corporate Trust Officer

UNITED STATES TRUST COMPANY OF
NEW YORK, as Trustee

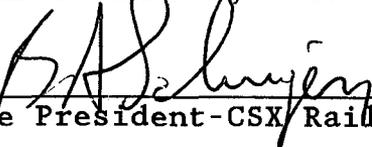
ATTEST:

By: 
Asst Vice President


Assistant Secretary

CSX TRANSPORTATION, INC.

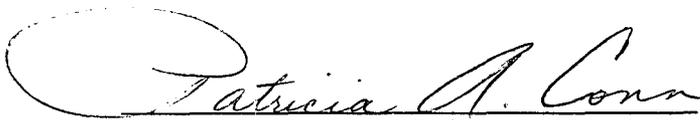
ATTEST:

By: 
Vice President-CSX/Rail Transport


Assistant Secretary

STATE OF MARYLAND)
COUNTY OF BALTIMORE) SS.:

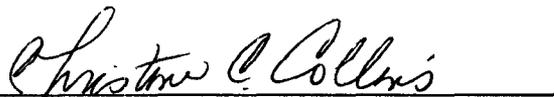
On this 13th day of March 1989, before me personally appeared R.E. SCHREIBER, to me personally known, who, being by me duly sworn, says that he is a Vice President of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said Trust Company, that said instrument was signed and sealed on behalf of said Trust Company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Trust Company.


Notary Public

MY COMMISSION EXPIRES JULY 1, 1990

STATE OF NEW YORK)
COUNTY OF NEW YORK) SS.:

On this 15th day of March, 1989, before me personally appeared LOUIS P. YOUNG, to me personally known, who, being by me duly sworn, says that he is a Asst. Vice President of United States Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said trust company, that said instrument was signed and sealed on behalf of said trust company by authority of its By-Laws, and he acknowledged that that the execution of the foregoing instrument was the free act and deed of said Trust Company.


Notary Public

CHRISTINE C. COLLINS
NOTARY PUBLIC, State of New York
No. 03-4624735
Qualified in Bronx County
Commission Expires March 30, 1990

STATE OF FLORIDA)
) SS.:
COUNTY OF DUVAL)

On this 6 day of March, 1989, before me personally appeared B.A. Schwinger, to me personally known, who, being by me duly sworn, says that he is a Vice President of CSX Rail Transport, CSX Transportation, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said company, that said instrument was signed and sealed on behalf of said company by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Company.

Cathy R. Hudson
Notary Public

NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Jan. 26, 1992
Bonded thru Patterson - Becht Agency

100-111-10000