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One James Center
Richmond, Virginia 23219
Telephone: (804) 782-1593
Telecopy: (804) 783-1355

LOUIS G. RECHER
Assistant General Counsel

August 4, 1994

RECORDATION NO. 14367-C
FILED 1425

AUG 9 - 1994 9 15 AM

INTERSTATE COMMERCE COMMISSION

Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

On behalf of CSX Transportation, Inc. ("CSXT"), enclosed for filing and recordation under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are four (4) counterparts of a Release and Satisfaction and Bill of Sale, dated as of July 15, 1994, executed by Mercantile-Safe Deposit and Trust Company, as Agent, assignee of a certain Conditional Sale Agreement, dated as of July 15, 1984, between Pension Investment Committee of Continental Financial Services Company, as Fiduciary for The Continental Group, Inc. Master Pension Trust, and The Chesapeake and Ohio Railway Company, predecessor to CSXT. The Conditional Sale Agreement was filed with the Interstate Commerce Commission on July 13, 1984, and assigned Recordation No. 14367.

The names and addresses of the parties are as follows:

Agent:	Mercantile-Safe Deposit and Trust Company 2 Hopkins Plaza, G Level Baltimore, Maryland 21201
CSXT:	CSX Transportation, Inc. 500 Water Street Jacksonville, Florida 32202

RECEIVED
 OFFICE OF THE
 SECRETARY
 AUG 9 08 AM '94
 INTERSTATE COMMERCE COMMISSION
 WASHINGTON, D.C.

Enclosed is a check in the amount of \$18.00 in payment of the filing fee.

Once this filing has been made, please return to the undersigned time-stamped copies of the Release not needed for your files, together with a time-stamped copy of this letter of transmittal (which is attached for your convenience), the fee receipt and a copy of the letter from the Interstate Commerce Commission acknowledging the filing.

Thanking you in advance for your assistance, I am

Very truly yours,

LGR/dlf

Copy - John C. Eccleston

(2)

On this 15th day of July 1994, before me personally appeared James A. Adams, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of Mercantile-Safe Deposit and Trust Company, that the seal affixed to the foregoing instrument is the seal of said corporation, that the instrument was signed and sealed on behalf of the corporation, 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 corporation.



Notary Public

My commission expires:
9/25/94

RSBSCO1