CSX TRANSPORTATION
Robert F. Hochwarth
Senior Counsel

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November 5, 1991

Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
Room 2215
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 8415-D FILED 1425
NOV 7 1991 -10 59 AM
INTERSTATE COMMERCE COMMISSION

Attention: Recordation Unit
Ms. Mildred Lee

Dear Mr. Strickland:

On behalf of CSX Transportation, Inc., enclosed for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are four counterparts of a secondary document, not previously recorded, entitled Release and Satisfaction and Bill of Sale dated as of March 1, 1976.

The parties to the enclosed agreement are:

Mercantile-Safe Deposit and Trust Company (Vendor)
Corporate Trust Department
P. O. Box 2258
Baltimore, MD 21203

CSX Transportation, Inc. (Vendee), Successor
by merger to Louisville and Nashville Railroad Company
100 North Charles Street
Baltimore, MD 21201

The enclosed document, among other things, releases all equipment under that certain Conditional Sale Agreement dated as of March 1, 1976 between Bethlehem Steel Corporation and Louisville and Nashville Railroad Company, recorded with the Interstate Commerce Commission on July 20, 1976 under ICC No. 8415.

The units of equipment covered by the enclosed document are all units identified in the Conditional Sale Agreement. A short summary of the document to appear in the ICC Index is as follows:

"Full and Complete Release"

NOV 7 10 59 AM

Enclosed is a check in the amount of $16.00 in payment of the filing fee.

Once the filing has been made, please return to the undersigned a stamped copy of the instrument not needed for your files, together with the fee receipt, a copy of the letter from the ICC acknowledging the filing, and an extra copy of this letter of transmittal.

Very truly yours,

R. F. Hochmuth

RFH/kpl

Enclosures

Counterpart No. 4
Of 4 Counterparts

RELEASE AND SATISFACTION AND BILL OF SALE

LOUISVILLE AND NASHVILLE RAILROAD COMPANY CONDITIONAL SALE AGREEMENT DATED AS OF MARCH 1, 1976

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KNOW ALL MEN BY THESE PRESENTS that Mercantile-Safe Deposit and Trust Company, as Agent, assignee of a certain Conditional Sale Agreement dated as of March 1, 1976, among Bethlehem Steel Corporation and Louisville and Nashville Railroad Company, hereby certifies that all of the $20,529,202.00 Conditional Sale Indebtedness, with interest thereon at the rate of 9.25% per annum, has been fully paid or payment provided for, and all of the obligations under said Conditional Sale Agreement have been fully complied with and performed.

WHEREFORE, in consideration of One Dollar ($1.00) and other valuable consideration:

Mercantile-Safe Deposit and Trust Company does hereby declare said Conditional Sale Agreement dated as of March 1, 1976 to be satisfied and cancelled and does consent that the same be discharged of record, and further Mercantile-Safe Deposit and Trust Company does hereby sell, assign, convey, transfer, set over, release and quitclaim without any warranty or guaranty of any kind, express or implied, unto CSX Transportation, Inc. (Successor by merger to Louisville and Nashville Railroad Company) all of its right, title and interest in and to all of the railroad equipment of every character included in the said Conditional Sale Agreement dated as of March 1, 1976 and now held by Mercantile-Safe Deposit and Trust Company.

IN WITNESS WHEREOF, Mercantile-Safe Deposit and Trust Company has caused these presents to be executed in its name by one of its VICE PRESIDENT thereunto duly authorized and its corporate seal to be hereunto affixed and attested by its Corporate Trust Officer as of this 30th day of October, 1991.

ATTEST:

Robert D. Brown

Mercantile-Safe Deposit and Trust Company, as Agent

By: _____
Vice President

STATE OF MARYLAND)
) SS.
CITY OF BALTIMORE

STATE OF MARYLAND)
) SS.
CITY OF BALTIMORE)

On this 30th day of October, 1991, before me personally appeared John M. Mitchell says that he is a Vice President of Mercantile-Safe Deposit and Trust Company, that the seal affixed to the foregoing instrument is the seal of said 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 October 22, 1994