

LAW OFFICES
MILES & STOCKBRIDGE

A PROFESSIONAL CORPORATION

CAMBRIDGE, MD
COLUMBIA, MD
EASTON, MD
FREDERICK, MD

10 LIGHT STREET
BALTIMORE, MARYLAND 21202-1487

TELEPHONE 410-727-6464
FAX 410-385-3700

McLEAN, VA
ROCKVILLE, MD
TOWSON, MD
WASHINGTON, D.C.

January 29, 1999

RECORDATION NO. 21870-B FILED

FEB 2 '99

1-15 PM

VIA FEDERAL EXPRESS

Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

RE: Our file No.: 258-1903

Mrs. Fort:

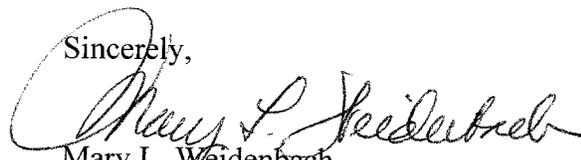
Enclosed for recordation as a secondary document pursuant to the provisions of 49 U.S.C. §11301(a) are two original copies of the following document:

Termination of Car Lease and Assignment of Lessor's Interest in Lease dated January 22, 1999 by and between FMB Bank, formerly known as The First National Bank of Maryland, (25 South Charles Street, Baltimore, Maryland) and CSX Transportation, Inc. (500 Water Street, Jacksonville, Florida

Also enclosed is a check to cover the cost of recording the enclosed document. Upon recordation, please return the recorded documents to the undersigned.

Thank you for your prompt attention to this matter. If you have any questions, please call me at (800) 344-2532.

Sincerely,


Mary L. Weidenbach

Enclosures

FEB 2 '99

1-15 PM

**TERMINATION OF CAR LEASE AND
ASSIGNMENT OF LESSOR'S INTEREST IN LEASE**

THIS TERMINATION OF CAR LEASE AND ASSIGNMENT OF LESSOR'S INTEREST IN LEASE dated January 22, 1999, is made by and between FMB BANK, (successor to The First National Bank of Maryland) ("Lessor") and CSX TRANSPORTATION, INC. ("Lessee").

WHEREAS, Progress Rail Services Corporation ("Progress") and Lessee entered into a Car Lease, dated as of September 20, 1994 (together with any and all amendments thereto, the "Original Lease") which was recorded with the Surface Transportation Board ("STB") on December 11, 1998 at 2:44 p.m. pursuant to 49 U.S.C. §11303, and was assigned Recordation Number 21870.

WHEREAS, Progress assigned its interest in the Lease to Lessor pursuant to an Assignment of Lessor's Interest in Lease dated as of November 30, 1998 (the "Assignment"), which was recorded with the STB on December 11, 1998 at 2:44 p.m., under Recordation Number 21870-A.

WHEREAS, Lessor and Lessee entered into that certain Car Lease dated as of December 1, 1998 (the "New Lease") which continues, and amends and restates in its entirety the Original Lease.

NOW, THEREFORE, the parties hereto agree to terminate the Original Lease and the Assignment as of the date first written above.

FMB BANK (successor to The First National Bank of Maryland)

CSX TRANSPORTATION, INC.

By: 
Christopher A. Pistell
Vice President

By: 
Name: James N. Tilley
Title: Asst. Treasurer