RECORDATION NO. 14451-C,D FILED

AUG 5 '99 2-20 PM

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OF COUNSEL
URBAN A. LESTER

August 5, 1999

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of a Lien Release and Termination Agreement, dated July 1, 1999, and three (3) copies of a Lease Termination and Bill of Sale, dated as of July 25, 1999, both secondary documents as defined in the Board's Rules for the Recordation of Documents.

The enclosed documents relate to the documents previously filed with the Commission under Recordation Numbers 14451.

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

Lease Termination and Bill of Sale

Owner Trustee: CSX Transportation Inc.
500 Water Street
Jacksonville, Florida 32202

State Street Bank and Trust Company of Connecticut, A
not in its individual capacity but solely as Trustee
225 Franklin Street
Boston, Massachusetts 02101

Lien Release and Termination Agreement

Agent: The Bank of New York
48 Wall Street
New York, New York 10036

Also enclosed is a check in the amount of $52.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

Robert W. Alvord /bg

Robert W. Alvord

RWA/bg
Enclosures

14451-C,

LIEN RELEASE AND
TERMINATION AGREEMENT

This LIEN RELEASE AND TERMINATION AGREEMENT is made as of the 1st day of July, 1999 by The Bank of New York (together with its successors and assigns, the "Agent").

RECITALS

WHEREAS, the Agent (as successor to Mercantile-Safe Deposit and Trust Company) is a party to each Conditional Sale Agreement identified on Schedule 1 hereto (individually, a "CSA" and collectively, the "CSAs"), pursuant to which the Agent holds a security interest in the units of railroad equipment described in Annex B to each of the CSAs (collectively, the "Equipment");

WHEREAS, in order to provide further security for the obligations of State Street Bank and Trust Company of Connecticut, N.A. (as successor to The Connecticut Bank and Trust Company), not in its individual capacity, but solely as Trustee (collectively, the "Owner Trustee") under the three separate Trust Agreements dated as of July 1, 1980, October 1, 1980, and February 1, 1981, respectively, under the CSAs, pursuant to three separate Assignments of Leases identified in Schedule 2 hereto (individually, an "Assignment of Lease" and collectively, the "Assignments of Lease"), the Owner Trustee assigned to the Agent for security purposes its rights in, to and under (i) the Lease of Railroad Equipment dated as of October 15, 1984, now between CSX Transportation, Inc. ("CSXT") (as successor to The Baltimore and Ohio Railroad Company) and the Owner Trustee (the "Baltimore Lease"), (ii) the Lease of Railroad Equipment dated as of October 15, 1984 now between CSXT (as successor to The Chesapeake and Ohio Railway Company) and the Owner Trustee (the "Chesapeake Lease"), and (iii) the Lease of Railroad Equipment dated as of November 15, 1984, now between CSXT (as successor to Seaboard System Railroad, Inc.) and the Owner Trustee (the "Seaboard Lease", and together with the Baltimore Lease and the Chesapeake Lease, the "Leases");

NOW, THEREFORE, the Agent agrees as follows:

1. The Agent hereby acknowledges and agrees that each of the CSAs is hereby terminated (except for such indemnities expressed to survive the termination thereof as set forth therein) and that the lien and security interest created by the CSAs in favor of the Agent in and against the Equipment is hereby released and terminated.

2. The Agent hereby acknowledges and agrees that each Assignment of Lease, and all rights assigned to the Agent under the Assignments of Lease, are hereby

terminated and all estate, right, title and interest of the Agent in, to and under each of the Leases shall automatically revert to the Owner Trustee.

IN WITNESS WHEREOF, the Agent has caused this Lien Release and Termination Agreement to be executed by its duly authorized agent as of the date first above written.

THE BANK OF NEW YORK, as Agent

By: Sharon L Atkinson
Name: SHARON L. ATKINSON
Title: AGENT

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

On this 1st day of July, 1999, before me personally appeared Sharon L. Atkinson, to me personally known, who, by me being duly sworn, says that she is an agent of THE BANK OF NEW YORK, and that the foregoing instrument was signed on behalf of said corporation 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 corporation.

Notary Public

My commission expires

NOTARY PUBLIC STATE OF FLORIDA
NECOLE LOUISE SMITH
MY COMMISSION # CC 741685
EXPIRES: 06/14/2002
1-800-3-NOTARY Fla Notary Services & Bonding Co

NY—333648

SCHEDULE 1

1. Conditional Sale Agreement dated as of July 1, 1980, now between the Owner Trustee and the Agent (as assignee), as assigned, amended and supplemented, which Conditional Sale Agreement was filed with the Interstate Commerce Commission ("ICC") and assigned Recordation No. 12013

2. Conditional Sale Agreement dated as of October 1, 1980, now between the Owner Trustee and the Agent (as assignee), as assigned, amended and supplemented, which Conditional Sale Agreement was filed with the ICC and assigned Recordation No. 12564

3. Conditional Sale Agreement dated as of February 1, 1981, now between the Owner Trustee and the Agent (as assignee), as assigned, amended and supplemented, which Conditional Sale Agreement was filed with the ICC and assigned Recordation No. 12989

SCHEDULE 2

1. Assignment of Lease dated as of October 15, 1984, now between the Agent and the Owner Trustee, which Assignment of Lease was filed with the Interstate Commerce Commission ("ICC") and assigned Recordation No. 14451-A

2. Assignment of Lease dated as of October 15, 1984, now between the Agent and the Owner Trustee, which Assignment of Lease was filed with the ICC and assigned Recordation No. 14450-A

3. Assignment of Lease dated as of November 15, 1984, now between the Agent and the Owner, which Assignment of Lease was filed with the ICC and assigned Recordation No. 14475-A