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LOUIS G. RECHER
Assistant General Counsel

May 24, 1995

Vernon A. Williams, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 11792-4
FILED 1475
MAY 26 1995 - 10 05 AM
INTERSTATE COMMERCE COMMISSION

Dear Mr. Williams:

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 May 15, 1995, executed by The Bank of New York, as Successor Trustee to Mercantile-Safe Deposit and Trust Company, as Trustee under a certain Equipment Trust Agreement, dated as of May 15, 1980, between Mercantile-Safe Deposit and Trust Company and the Seaboard Coast Line Railroad, predecessor to CSXT. The Equipment Trust Agreement was filed with the Interstate Commerce Commission on May 19, 1980, and assigned Recordation No. 11797.

The names and addresses of the parties are as follows:

- Trustee: The Bank of New York
101 Barclay Street - 21st Floor
New York, New York 10286
- CSXT: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

RECEIVED
OFFICE OF THE
SECRETARY
MAY 26 10 00 AM 1995
LICENSING BRANCH

Enclosed is a check in the amount of \$21.00 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

REGISTRATION NO. 11797-L FILED 1425

Counterpart No. 1
Of 4 Counterparts

MAY 26 1995 - 10 05 AM

FEDERAL COMMERCE COMMISSION

RELEASE AND SATISFACTION AND BILL OF SALE

SEABOARD COAST LINE RAILROAD EQUIPMENT TRUST OF 1980

NO. 14 DATED AS OF MAY 15, 1980

KNOW ALL MEN BY THESE PRESENTS that The Bank of New York, as Successor Trustee to Mercantile-Safe Deposit and Trust Company, Trustee, under a certain Equipment Trust Agreement dated as of May 15, 1980 between Mercantile-Safe Deposit and Trust Company, Trustee, and the Seaboard Coast Line Railroad, said Agreement establishing Seaboard Coast Line Railroad Equipment Trust of 1980, hereby certifies that all of the \$72,600,000.00 principal amount of 10 3/8%, 10 1/2%, 10 5/8% and 11 3/8% Equipment Trust certificates and dividend warrants appertaining thereto issued under said Equipment Trust, have been fully paid or payment duly provided for, and all of the obligations under said Equipment Trust, have been fully complied with and performed.

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

The Bank of New York, as Successor Trustee to Mercantile Safe Deposit and Trust Company does hereby declare said Equipment Trust Agreement dated as of May 15, 1980 to be satisfied and canceled and does consent that the same be discharged of record, and further The Bank of New York does hereby sell, assign, convey, transfer, set over, release and quitclaim without warranty or guaranty of any kind, express or implied, unto CSX Transportation, Inc. (successor by merger to the Seaboard Coast Line Railroad) all of its rights, title, and interest in and to all of the railroad equipment of every character included in the Equipment Trust Agreement dated as of May 15, 1980 and now held by The Bank of New York.

IN WITNESS WHEREOF, The Bank of New York has caused these presents to be executed in its name by one of its Vice Presidents thereunto duly authorized and its corporate seal to be hereunto affixed and attested by its MARY LAGUMINA as of this 15th day of May, 1985

ATTEST:

THE BANK OF NEW YORK as
Successor Trustee to
MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Trustee

By: Mary Lagumina
MARY LAGUMINA
ASSISTANT VICE PRESIDENT

By: [Signature]
Vice President

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

On this 15th day of May 1995,
before me personally appeared W.T. CUNNINGHAM, to me
personally known, who, being by me duly sworn, says that he
is a Vice President of The Bank of New York, that the seal
affixed to the foregoing instrument is the seal of said
corporation, that said 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

RELSALEI

TIMOTHY J. SHEA
Notary Public, State of New York
No. 01SH5027547
Qualified in New York County
Commission Expires May 5, 1996