



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

LOUIS G. RECHER
Assistant General Counsel

March 19, 1996 RECORDATION NO. 13082-F

MAR 21 1996 - 2 30 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE
COMMISSION
RECEIVED
Mar 21 2 26 PM '96

Vernon A. Williams, Secretary
Surface Transportation Board
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

On behalf of CSX Transportation, Inc. ("CSXT"), successor by merger to The Chesapeake and Ohio Railway Company, 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 March 11, 1996, executed by The Bank of New York, as successor trustee to Mercantile-Safe Deposit and Trustee Company, as trustee under the Chesapeake and Ohio Railway Equipment Trust of 1981. The Equipment Trust Agreement (the "ETA"), dated as of March 1, 1981, was recorded with the Interstate Commerce Commission (the "ICC") on March 6, 1981, and assigned Recordation No. 13082. A First Amendment, dated as of June 1, 1981, to the ETA, was recorded with the ICC on August 7, 1981, and assigned Recordation No. 13082-A. A Second Amendment, dated as of December 1, 1981, to the ETA, was recorded with the ICC on December 29, 1981, and assigned Recordation No. 13082-B. A Supplemental Agreement, dated as of July 18, 1991, to the ETA, was recorded with the ICC on August 1, 1991, and assigned Recordation No. 13082-C. A Supplemental Agreement, dated as of September 30, 1992, to the ETA, was recorded with the ICC on October 13, 1992, and assigned Recordation No. 13082-D. A Partial Release and Satisfaction and Bill of Sale, dated as of March 1, 1981, relevant to the ETA, was recorded with the ICC on January 26, 1994, and assigned Recordation No. 13082-E.

The names and addresses of the parties are as follows:

- Trustee: The Bank of New York
Trust Company of Florida, N. A.
Towermarc Plaza
10161 Centurion Parkway
Jacksonville, FL 32256
- CSXT: CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

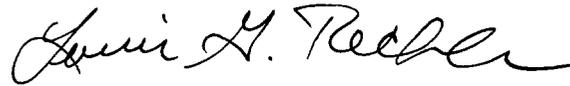
Mr. Vernon A. Williams
March 19, 1996
Page 2

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 enclosed 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 Board acknowledging the filing.

Thanking you in advance for your assistance, I am

Very truly yours,

A handwritten signature in cursive script, reading "Louis L. Reber".

LGR/skb

Enclosures

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

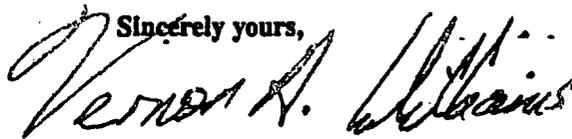
3/21/96

Louis G. Recher
Assistant General Counsel
CSX Corporation
One James Center
Richmond, Virginia 23219

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/21/96 at 2:30PM, and assigned recordation number(s). 13082-F.

Sincerely yours,

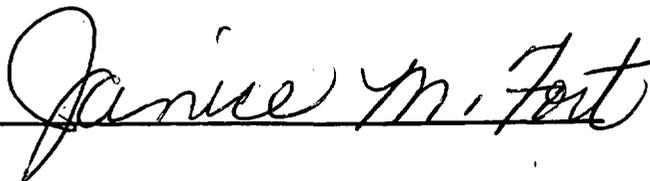


Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



13082 F
1996 2 20 PM
Counterpart No. 4
Of 4 Counterparts

RELEASE AND SATISFACTION AND BILL OF SALE

THE CHESAPEAKE AND OHIO RAILWAY EQUIPMENT TRUST OF 1981

DATED AS OF MARCH 1, 1981

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 March 1, 1981, (as amended by a First Amendment thereto dated as of June 1, 1981), between Mercantile-Safe Deposit and Trust Company, Trustee, and The Chesapeake and Ohio Railway Company, said Agreement establishing Chesapeake and Ohio Railway Equipment Trust of 1981, hereby certifies that all of the \$35,490,000.00 principal amount of 11 5/8% 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 March 1, 1981 (as amended) 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 Chesapeake and Ohio Railway Company) 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 March 1, 1981 (as amended) 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 ASSISTANT VICE PRESIDENT as of this 11th day of March, 1996.

ATTEST:

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

By: J. Benzo

By: [Signature]
Vice President

STATE OF ~~FLORIDA~~)
NEW YORK)
COUNTY OF ~~DEVAL~~) SS.:

On this 11th day of March 1996,
before me personally appeared WALTER N. GITLIN, to me
personally known, who, being by me duly sworn, says that
he/she 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/she acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.

William J. Casels
Notary Public

RELSALEA

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 16, 1996

