

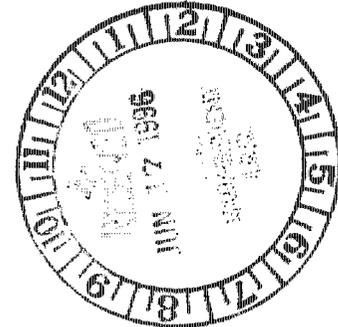


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LOUIS G. RECHER
Assistant General Counsel

13200 - C
JUN 17 1996
RECORDED

June 13, 1996



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 Baltimore and Ohio Railroad 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 May 23, 1996, executed by The Bank of New York, as successor trustee to Mercantile-Safe Deposit and Trustee Company, as trustee under the Baltimore and Ohio Railroad Equipment Trust of 1981. The Equipment Trust Agreement, dated as of May 15, 1981, was recorded with the Interstate Commerce Commission on July 23, 1981, and assigned Recordation No. 13200.

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

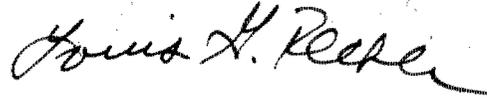
Enclosed is a check in the amount of \$21.00 in payment of the filing fee.

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.

Mr. Vernon A. Williams
June 13, 1996
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Thanking you in advance for your assistance, I am

Very truly yours,

A handwritten signature in cursive script, appearing to read "Louis H. Reese". The signature is written in dark ink and is positioned to the right of the typed name "Louis H. Reese".

Enclosures

LGR/skb

cc: John C. Eccleston - fax

1300
MAY 17 1981

RELEASE AND SATISFACTION AND BILL OF SALE

THE BALTIMORE AND OHIO RAILROAD EQUIPMENT TRUST OF 1981

DATED AS OF MAY 15, 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 May 15, 1981 between Mercantile-Safe Deposit and Trust Company, Trustee, and The Baltimore and Ohio Railroad Company, said Agreement establishing Baltimore and Ohio Railroad Equipment Trust of 1981, hereby certifies that all of the \$14,910,000.00 principal amount of 10 3/4% 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, 1981 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 Baltimore and Ohio Railroad 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 May 15, 1981 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 Assy. Vice President of this 23rd day of MAY, 1981.

ATTEST:

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

By: Mary La Gumina
MARY LA GUMINA
ASSISTANT VICE PRESIDENT

By: [Signature]
Vice President

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

On this 23rd day of May 1996,
before me personally appeared FRANK CLARK, 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

RELSALEL

WILLIAM J. CASSELS
Notary Public, State of New York
No. 01CA5027729
Qualified in Bronx County
Certificate Filed in New York County
Commission Expires May 18, 1998