



100 North Charles Street
Baltimore, MD 21201
(301) 237-4605

CSX DISTRIBUTION SERVICES & CSX EQUIPMENT

Robert F. Hochwarth
Senior Counsel

RECORDATION NO. 11707B FILED 145



September 12, 1990

SEP 13 1990 -4 45 PM

INTERSTATE COMMERCE COMMISSION

Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N. W.
Washington, D. C. 20423

0-256A041

Attention: Recordation Unit
Ms. Mildred Lee

Dear Mr. Strickland:

On behalf of CSX Transportation, Inc., enclosed for filing and recording under 49 U.S.C. §11303(a) and the regulations promulgated thereunder are four counterparts of a secondary document, not previously recorded, entitled Instrument of Satisfaction, Release and Bill of Sale dated as of June 15, 1990.

The parties to the enclosed agreement are:

BA Leasing & Capital Corporation (Lessor, Vendor),
Successor to BA Leasing Corporation
Two Embarcadero Center
San Francisco, California 94111

CSX Transportation, Inc. (Vendee), Successor by
Merger to The Baltimore and Ohio Railroad Company
100 North Charles Street
Baltimore, Maryland 21201

06 11 56 4
4 33 PM '90
OPERATING UNIT

The enclosed document, among other things, releases all equipment under that certain Conditional Sale Lease Agreement dated as of February 25, 1980 between BA Leasing Corporation and The Baltimore and Ohio Railroad Company and recorded with the Interstate Commerce Commission on April 22, 1980 under Recordation No. 11707.

The units of equipment covered by the enclosed document are all units identified in the Conditional Sale Lease Agreement. A short summary of the document to appear in the ICC Index is as follows:

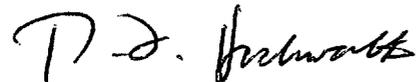
"Full and Complete Release."

Secretary
Interstate Commerce Commission
September 12, 1990
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Enclosed is a check in the amount of \$15.00 in payment of the filing fee.

Once the filing has been made, please return to the undersigned a stamped copy of the instrument not needed for your files, together with the fee receipt, a copy of the letter from the ICC acknowledging the filing, and an extra copy of this letter of transmittal.

Very truly yours,

A handwritten signature in cursive script, appearing to read "P. J. Fickel".

RFH/vm

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

9/14/90

OFFICE OF THE SECRETARY

Robert J. Hochstadt
Senior Counsel
OSV Transportation
110 North Charles Street
Baltimore, Maryland 21201

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/13/90 at 4:45 pm, and assigned recordation number(s). 11 707-B

Sincerely yours,

Sidney L. Strickland, Jr.
Sidney L. Strickland, Jr.
Secretary

SEP 13 1990 - 4 45 PM

INTERSTATE COMMERCE COMMISSION

INSTRUMENT OF SATISFACTION, RELEASE AND BILL OF SALE dated as of June 15, 1990 among BA Leasing & Capital Corporation successor in interest to B.A. Leasing Corporation, as Lessor, and CSX Transportation, Inc., successor by merger to The Baltimore and Ohio Railroad Company, (B&O), as Lessee.

KNOW ALL MEN BY THESE PRESENTS that BA Leasing & Capital Corporation, as Lessor of certain Conditional Sale Lease Agreement ("CSL"), dated as of February 25, 1980 and as originally recorded with the Interstate Commerce Commission on April 22, 1980, recordation number 11707, among B.A. Leasing Corporation and the B&O, hereby certifies that all of the Conditional Sale Lease Indebtedness has been fully paid or payment duly provided for, and as of this date, all of the obligations under said Conditional Sale Lease Agreement have been fully complied with and performed to the best of our knowledge.

WHEREOF, in consideration of \$1.00 and other valuable consideration:

BA Leasing & Capital Corporation does hereby declare said Agreement dated as of February 25, 1980, other than section 14 in the CSL entitled Survival of Covenants, and all supplements thereto, to be satisfied and cancelled and does consent that the same be discharged of record, and further, in compliance with Section 7 of the Schedule, said BA Leasing & Capital Corporation does hereby sell, assign and convey, unto CSX Transportation, Inc., as successor by merger to the B&O, all of its right, title, and interest in and to all of the railroad equipment of every character included in said attachment, entitled "Schedule A", without representations or warranties except that such railroad equipment is free and clear of all claims, liens, security interests and other encumbrances by or in favor of any person claiming by, through or under Lessor.

IN WITNESS WHEREOF, BA Leasing & Capital Corporation, successor in interest to B.A. Leasing Corporation has caused these presents to be executed in its name by one of its thereunto duly authorized and its corporate seal to be hereunto affixed and attested by one of its officers as of this 22nd day of June, 1990.

BA Leasing & Capital Corporation
successor to B.A. Leasing Corporation

By: Gerard Tobin
Name GERARD TOBIN
Assistant Vice President
Title

ATTEST:
Cheryl A. Knodes-Sordani

STATE OF CALIFORNIA

CITY OF SAN FRANCISCO

On this 22ND day of JUNE, 1990, before me personally appeared GERARD TOBIN, to me personally known, who, being by me duly sworn, says that he is an officer ASSISTANT VICEPRESIDENT of BA LEASING AND CAPITAL, that the corporate seal affixed to the foregoing instrument is the seal of said corporation, that said instrument was signed and sealed on behalf of said 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.

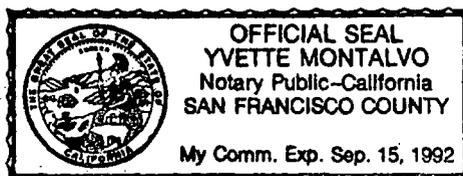
Yvette Montalvo

Notary Public

My commission expires

9-15-92

(NOTORIAL SEAL)



SCHEDULE "A"

Units covered under Baltimore and Ohio Railroad Company
Conditional Sale Lease Agreement dated February 25, 1980,
with B. A. Leasing Corporation, as Lessor

<u>Series</u>	<u>Type of Equipment</u>	<u>Covered Units</u>
B&O 475075/475134	70-Ton Insulated Box Cars (Missing Number 475103)	475075/475102 Inclusive (28) 475104/475134 Inclusive (31) 59 Units
B&O 492000/492082	86'6" 70-Ton Box Cars (Missing Numbers 492034, 492041 and 492064)	492000/492033 Inclusive (34) 492035/492040 Inclusive (6) 492042/492063 Inclusive (22) 492065/492082 Inclusive (18) 80 Units

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These units formerly covered under B&O Leases dated 2/1/65 and 1/1/65 and are now refinanced under the above Conditional Sale Lease Agreement dated 2/25/80. Annual condition reports will continue for the above covered units combined into the new obligation from 2/25/80 to 8/31/80. These units will have a purchase option for \$1.00 at maturity of the Conditional Sale Lease Agreement.