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URBAN A. LESTER

Part
November 24, 1997

RECORDATION NO. 13171-H FILED

NOV 24 '97 12-15 PM

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

RECEIVED
SURFACE TRANSPORTATION
BOARD

NOV 24 12 14 PM '97

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies of a Release and Bill of Sale, dated as of February 1, 1997, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Conditional Sale Agreement which was previously filed with the Commission under Recordation Number 13171.

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

Secured Party: First Security Bank, N.A.
(f/k/a First Security Bank of Utah, NA)
79 South Main Street
Salt Lake City, UT 84000

A description of the railroad equipment covered by the enclosed documents is:

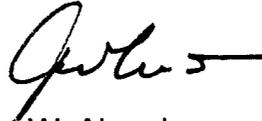
seven (7) locomotives bearing CSXT reporting marks and road numbers set forth in the Release.

Vernon A. Williams
November 24, 1997
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Also enclosed is a check in the amount of \$24.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

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

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a horizontal line extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

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

OFFICE OF THE SECRETARY

DATE: November 24, 1997

Robert W. Alvord
Alvord & Alvord
918 16th St NW Suite 200
Washington DC 20006-2973

Dear Mr. Alvord:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on November 24, 1997 at 12:15PM, and assigned recordation number(s). 13171-H, 13376-H, 16357-B, and 21020

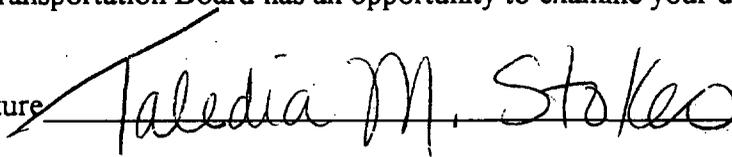
Sincerely Yours,


Vernon A. Williams
Secretary

Enclosure(s)

\$ 96.00 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature



RELEASE AND BILL OF SALE

Re: Reconstruction and Conditional Sale Agreement dated as of May 25, 1981, (the "RCSA") and Lease of Railroad Equipment dated as of May 25, 1981 (the "Lease")

First Security Bank, N.A. (formerly known as First Security Bank of Utah, N.A.), as Vendor under the RCSA and First Security Bank, N.A. (formerly known as First Security Bank of Idaho, N.A., as successor in interest to First Security State Bank), as Lessor under the Lease, for the sum of Ten Dollars (\$10.00) and other good and valuable considerations, in full payment for the railroad equipment hereinafter specified, receipt of which is hereby acknowledged, have bargained, sold, assigned, transferred and set over, and by these presents do hereby bargain, sell, assign, transfer and set over, unto CSX Transportation, Inc. (CSXT), the following railroad equipment:

Two (2) SD40-2 diesel-electric locomotives bearing road numbers CSXT 8178 and CSXT 8179

Five (5) GP-16-locomotives bearing road numbers CSXT 1819, CSXT 1820, CSXT 1821, CSXT 1822, and CSXT 1823

To have and to hold all and singular said railroad equipment to CSXT, its successors and assigns, for its own use and on its own behalf forever.

Title to said equipment is conveyed to CSXT as is, where is, and with all faults and said Vendor and said Lessor only warrant that said railroad equipment is free from all liens and encumbrances arising through said Vendor and said Lessor.

IN WITNESS WHEREOF, Vendor and Lessor have caused this instrument to be signed in its name by duly authorized officer, and corporate seals to be hereunto affixed, duly attested, as of the 1st day of February, 1997.

FIRST SECURITY BANK, N.A. (formerly known as First Security Bank of Utah, N.A.), as Agent,

By: Greg Mathis
Authorized Officer

Attest:

[Signature]
Authorized Officer

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FIRST SECURITY BANK, N.A. (formerly known as First Security Bank of Idaho, N.A., as successor in interest to First Security State Bank), not in its individual capacity, but solely as trustee for the Owner under the Trust Agreement,

By: Kelvin Madsen
Authorized Officer

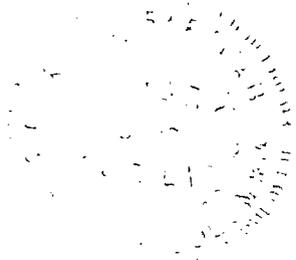
Attest:

[Signature]
Authorized Officer

District of Columbia)
)
City of Washington) ss:

I, KIM L. BARTMAN, Notary for the District of Columbia, hereby certify that the attached "Release and Bill of Sale" dated as of February 1, 1997, between First Security Bank, N.A. and CSX Transportation, Inc. is a true and complete copy of the original thereof.

Certified this 24th day of November, 1997.



Kim L. Bartman

NOTARY PUBLIC

My commission expires: 3-31-2000