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LOUIS G. RECHER
Assistant General Counsel

February 25, 1994

RECORDATION NO. 15248-8 FILED 1425

FEB 28 1994 - 9 50 AM

INTERSTATE COMMERCE COMMISSION

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

Dear Mr. Strickland:

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 five (5) counterparts of an Instrument of Lien Release, Trust Termination and Bill of Sale, dated as of December 30, 1993, among Mercantile-Safe Deposit and Trust Company, as Agent for The Great-West Life Assurance Company, Lender, State Street Bank and Trust Company of Connecticut, N.A. (successor by merger to The Connecticut Bank and Trust Company, National Association), Owner Trustee, MetLife Capital Corporation (successor by merger to MetLife Capital Credit Corporation), Owner, CSXT (successor by merger to CSX Logistics, Inc.), as Lessee and Buyer. The enclosed Instrument terminates the leveraged lease transaction reflected in the Lease of RoadRailer Vans, dated as of June 1, 1987, as amended from time to time, between Owner Trustee and Lessee ("Lease"), and associated documentation. The Lease was filed with the Interstate Commerce Commission on June 19, 1987, and assigned Recordation No. 15248. The equipment covered by the Instrument consists of 237 RoadRailer, Mark IV, Model 3100 Vans with the roster numbers set forth in Schedule A thereto.

The names and addresses of the parties are as follows:

Agent: Mercantile-Safe Deposit and Trust Company
2 Hopkins Plaza, G Level
Baltimore, Maryland 21201

Owner
Trustee: State Street Bank and Trust Company of
Connecticut, N.A.
750 Main Street, Suite 1114
Hartford, Connecticut 06103

Owner: MetLife Capital Corporation
Special Investments
10900 N.E. 4th Street, Suite 500
Bellevue, Washington 98004

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Lessee &
Buyer: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

Enclosed is a check in the amount of \$18.00 in payment of the filing fee.

Once this filing has been made, please return to the undersigned time-stamped copies of the Instrument 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

Enclosures

Copy - John C. Eccleston

FEB 28 1994 - 9 50 AM

Counterpart No. 5
Of 5 CounterpartsINTERSTATE COMMERCE COMMISSION
INSTRUMENT OF LIEN RELEASE, TRUST TERMINATION AND BILL OF SALE

This Instrument of Lien Release, Trust Termination and Bill of Sale (the "Instrument"), dated as of December 30, 1993, is by and among Mercantile-Safe Deposit and Trust Company as Agent for The Great-West Life Assurance Company (the "Lender"), State Street Bank and Trust Company of Connecticut, N.A. (successor by merger to the Connecticut Bank and Trust Company, National Association), not individually, except as otherwise specified, but solely in its capacity as Owner Trustee ("Owner Trustee"), MetLife Capital Corporation (successor by merger to MetLife Capital Credit Corporation), ("MetLife"), CSX Transportation, Inc. (successor by merger to CSX Logistics, Inc.), as Lessee ("Lessee"), and CSX Transportation, Inc. as Buyer ("Buyer").

RECITALS

Owner Trustee and MetLife entered into that certain Trust Agreement, dated as of June 1, 1987, pursuant to which Owner Trustee agreed to acquire those 250 original RoadRailer vans (currently 237) which are more specifically described on the attached Schedule A ("Equipment") for the benefit of MetLife.

Owner Trustee and Agent entered into that certain Loan and Security Agreement, dated as of September 1, 1987 ("Security Agreement") pursuant to which Agent agreed to loan Owner Trustee a portion of the purchase price of the Equipment.

Owner Trustee and Agent entered into that certain Assignment of Lease and Agreement, dated as of September 1, 1987, (the "Assignment") pursuant to which Owner Trustee assigned its interest in and to the Lease to the Agent.

Owner Trustee and Lessee entered into that certain Lease of RoadRailer Vans, dated as of June 1, 1987 ("Lease") and amended by Lease Amendment No. 1 dated September 1, 1987 ("Amendment") pursuant to which Owner Trustee leased the Equipment to Lessee. The Lease was filed with the Interstate Commerce Commission ("ICC") on June 19, 1987 and assigned Recordation No. 5248.

Lessee has requested and MetLife has agreed to an early buyout of the Equipment on December 30, 1993 and that title to the Equipment be transferred to CSX Transportation, Inc.

The parties hereto desire to execute this Instrument to evidence for the public record the satisfaction and release of all the rights and obligations of the parties under certain of the foregoing documents and the sale and transfer of the title of the Equipment.

NOW, THEREFORE, in consideration of the premises, the parties hereto agree as follows:

1. Release of Lien. Agent does hereby acknowledge and confirm for the public record the satisfaction and release of all of its security interest in and to the Equipment and the Lease and Amendment and the other rights of the Agent and the obligations of the Owner Trustee arising under the Security Agreement and the Assignment.
2. Transfer of Title. Owner Trustee does hereby sell and transfer to CSX Transportation, Inc. all of its rights, title and interest in and to the Equipment listed on the attached Schedule A. Title will be transferred in the State of Tennessee and CSX Transportation, Inc. represents and warrants that the Equipment will be used in interstate commerce.

THE EQUIPMENT IS SOLD "AS IS" AND "WHERE IS" AND OWNER TRUSTEE MAKES NO WARRANTY OR REPRESENTATION, EXPRESS OR IMPLIED, AS TO DESIGN, VALUE, OPERATION, OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, THE MERCHANTABILITY OR FITNESS OF THE EQUIPMENT FOR ANY PARTICULAR PURPOSE OR ANY OTHER WARRANTY OR REPRESENTATION WHATSOEVER.

3. Termination of Trust. Owner Trustee and MetLife agree that the Trust Agreement shall be terminated.
4. Instruction to Owner Trustee. MetLife, as sole beneficiary under the Trust Agreement, hereby instructs Owner Trustee to enter into this Agreement and agrees to indemnify Owner Trustee against any liability, cost or expense (including counsel's fees) which may be incurred in connection with Owner Trustee's execution of this Instrument.
5. Miscellaneous. Lessee will cause this Instrument to be filed and recorded with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C., Section 11303. This Instrument may be executed in two or more counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Instrument to be executed as of the date first above written.

Mercantile-Safe Deposit and Trust Company

Agent

By: Robert D. Brown
Title: Corporate Trust Officer

ATTEST:

Marion B. Allen

STATE OF Maryland)
) ss.
COUNTY OF Baltimore)
City

On January 20, 19 94, before me Michael A. Hoehn, the undersigned Notary Public, personally appeared Robert D. Brown, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as Corporate Trust Officer of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY and acknowledged that he executed it.

Witness my hand and official seal.

Michael A. Hoehn
Notary Public

My Commission Expires 9/25 1994

State Street Bank and Trust Company of Connecticut, N.A.
as Owner Trustee

By: *[Signature]*
Title: ASSISTANT VICE PRESIDENT

ATTEST:

[Signature]

STATE OF **CONNECTICUT**)
) ss.
COUNTY OF **HARTFORD**)

On January 18th, 1994, before me Christina Van Ryzin, the undersigned Notary Public, personally appeared V. Glunt, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as ASSISTANT VICE PRESIDENT of STATE STREET BANK AND TRUST COMPANY OF CONNECTICUT, N.A. and acknowledged that she executed it.

Witness my hand and official seal.

[Signature]
Notary Public

CHRISTINA VAN RYZIN
NOTARY PUBLIC
MY COMMISSION EXPIRES NOV. 30, 1998

CSX Transportation, Inc.

By: A. B. Aftora
Title: Treasurer

ATTEST:

Howard J. O'Brien
Corporate Secretary

STATE OF Florida)
) ss.
COUNTY OF Duval)

On January 3, 19 94, before me Howard Michael Lee, the undersigned Notary Public, personally appeared A. B. Aftora, personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument as Treasurer of CSX TRANSPORTATION, INC. and acknowledged that he executed it.

Witness my hand and official seal.

Howard Michael Lee
Notary Public

HOWARD MICHAEL LEE
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires July 28, 1995
Commission No CC131234

SCHEDULE A
TO
Instrument of Lien Release, Trust Termination and Bill of Sale
Sale Equipment

237 RoadRailer, Mark IV, Model 3100 Vans with the following roster numbers:

CSRZ	914000/914027
CSRZ	914029/914081
CSRZ	914084/914100
CSRZ	914102/914129
CSRZ	914132/914135
CSRZ	914137/914150
CSRZ	914152/914158
CSRZ	914160/914171
CSRZ	914173/914221
CSRZ	914223/914230
CSRZ	914232/914233
CSRZ	914235/914249