CSX Corp

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Telephone: (804) 782-1593
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LOUIS G. RECHER
Assistant General Counsel

August 4, 1994

RECORDATION NO. 14378-D FILED 1425

AUG 9 - 1994 - 11 15 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 four (4) counterparts of a Release and Satisfaction and Bill of Sale, dated as of July 15, 1994, executed by Mercantile-Safe Deposit and Trust Company, as Agent, assignee of a certain Conditional Sale Agreement, dated as of July 15, 1984, between Dollar Savings Bank and The Chesapeake and Ohio Railway Company, predecessor to CSXT. The Conditional Sale Agreement was filed with the Interstate Commerce Commission on July 20, 1984, and assigned Recordation No. 14378.

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

CSXT: 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 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 Interstate Commerce Commission acknowledging the filing.

Thanking you in advance for your assistance, I am

Very truly yours,

Louis G. Recher

LGR/dlf

Copy - John C. Eccleston

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INTERSTATE COMMERCE COMMISSION

Counterpart No. 4
Of 4 Counterparts

RELEASE AND SATISFACTION AND BILL OF SALE

CHESAPEAKE AND OHIO RAILWAY COMPANY CONDITIONAL SALE

AGREEMENT DATED AS OF JULY 15, 1984

KNOW ALL MEN BY THESE PRESENTS that Mercantile-Safe Deposit and Trust Company, as Agent, assignee of a certain Conditional Sale Agreement dated as of July 15, 1984, between Dollar Savings Bank and The Chesapeake and Ohio Railway Company, hereby certifies that all of the $1,782,000.00 Conditional Sale Indebtedness, with interest thereon at the rate of 14.00% per annum, has been fully paid or payment provided for, and all of the obligations under said Conditional Sale Agreement, have been fully complied with and performed.

WHEREFORE, in consideration of One Dollar ($1.00) and other valuable consideration:

Mercantile-Safe Deposit and Trust Company does hereby declare said Conditional Sale Agreement dated as of July 15, 1984 to be satisfied and canceled and does consent that the same be discharged of record, and further Mercantile-Safe Deposit and Trust Company does hereby sell, assign, convey, transfer, set over, release and quitclaim without any warran-ty 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 right, title and interest in and to all of the railroad equipment of every character included in the said Conditional Sale Agreement and now held by Mercantile-Safe Deposit and Trust Company.

IN WITNESS WHEREOF, Mercantile-Safe Deposit and Trust Company has caused these presents to be executed in its name by one of its Assistant Vice Presidents thereunto duly authorized and its corporate seal to be hereunto affixed and attested by its Corporate Trust Officer as of this 15th day of July, 1994.

ATTEST:

Robert D. Brown
Corporate Trust Officer

Mercantile-Safe Deposit and Trust Company, as Agent

By: [signature]
Assistant Vice President

STATE OF MARYLAND)
) SS.:
CITY OF BALTIMORE)

On this 15th day of July 1994, before me personally appeared James A. Adams, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of Mercantile-Safe Deposit and Trust Company, that the seal affixed to the foregoing instrument is the seal of said corporation, that the instrument was signed and sealed on behalf of the 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.

Notary Public

My commission expires:
9/25/94

RSBSCO1