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LOUIS G. RECHER
Assistant General Counsel

March 8, 1993

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

RECORDATION NO. 9863-A FILED 1425

MAK 11 1993 11:10 AM

INTERSTATE COMMERCE COMMISSION

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 February 18, 1993, executed by Wachovia Bank of Georgia, N.A. as Agent, successor by merger to The First National Bank of Atlanta, assignee of a certain Conditional Sale Agreement between ACF Industries, Incorporated and the Atlanta and West Point Railroad Company, dated as of December 15, 1977. The Conditional Sale Agreement was filed with the Interstate Commerce Commission on November 22, 1978, and assigned Recordation No. 9863.

The names and addresses of the parties are as follows:

Assignee: Wachovia Bank of Georgia, N.A.
c/o Wachovia Bank of North Carolina, N.A.
P. O. Box 27886
Raleigh, North Carolina 27611

CSXT: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

Enclosed is a check in the amount of \$16.00 in payment of the filing fee.

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

Copy - John C. Eccleston

MAR 11 1993 11:15 AM

Counterpart No. 4
Of 4 Counterparts

INTERSTATE COMMERCE COMMISSION
RELEASE AND SATISFACTION AND BILL OF SALE

ATLANTA AND WEST POINT RAILROAD COMPANY CONDITIONAL SALE

AGREEMENT DATED AS OF DECEMBER 15, 1977

KNOW ALL MEN BY THESE PRESENTS that The First National Bank of Atlanta, as Agent, assignee of a certain Conditional Sale Agreement dated as of December 15, 1977, between ACF Industries, Incorporated and the Atlanta and West Point Railroad Company, hereby certifies that all of the \$2,077,380.00 Conditional Sale Indebtedness, with interest thereon at the prime lending rate of the Bank plus three-quarters (3/4) of one percent (1%) 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:

Wachovia Bank of Georgia, N. A. (Successor by merger to The First National Bank of Atlanta), does hereby declare said Conditional Sale Agreement dated as of December 15, 1977 to be satisfied and canceled and does consent that the same be discharged of record, and further Wachovia Bank of Georgia, N. A. (Successor by merger to The First National Bank of Atlanta) does hereby sell, assign, convey, transfer, set over, release and quitclaim without any warranty or guaranty of any kind, express or implied, unto CSX Transportation, Inc. (Successor by merger to the Atlanta and West Point Railroad 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 Wachovia Bank of Georgia, N. A.

IN WITNESS WHEREOF, Wachovia Bank of Georgia, N. A. has caused these presents to be executed in its name by one of its Vice President thereunto duly authorized and its corporate seal to be hereunto affixed and attested by its Secretary as of this 18th day of February 1993.

ATTEST:

Wachovia Bank of Georgia, N. A.,
as Agent


Secretary

By: 
Vice President

(2)

State of Georgia)
) SS:
County of Fulton)

On this 18th day of February 1993, before me personally appeared Susie F. Siskin, to me personally known, who, being by me duly sworn, says she is a Vice President of Wachovia Bank of Georgia, N. A., that one of the seals affixed to the foregoing instrument is the corporate 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.

Gene D. Fowler
Notary Public

Notary Public, Douglas County, Georgia
My Commission Expires Jan. 28, 1996

RSBSAWP1