

**BALL JANIK LLP**

A T T O R N E Y S

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WASHINGTON, D.C. 20005

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LOUIS E. GITOMER  
OF COUNSEL  
(202) 466-6532

RECORDATION NO. 10650-E, F FILED  
MAR 4 '98 11-31 AM

lgitomer@bjllp.com

March 4, 1998

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, DC 20423

Dear Secretary Williams:

I have enclosed four originals of each of the documents described below, to be recorded pursuant to 49 U.S.C. § 11301.

The first document is a Lease Termination and Bill of Sale, a secondary document, dated as of February 20, 1998. The primary document to which this is connected is recorded under Recordation No. 10650. We request that this document be recorded under Recordation No. 10650-E.

The names and addresses of the parties to the Lease Termination and Bill of Sale are:

Lessor:

State Street Bank and Trust Company of Connecticut, N.A.  
225 Franklin Street  
Boston, MA 02101

Lessee:

CSX Transportation, Inc.  
500 Water Street  
Jacksonville, FL 32202

A description of the equipment covered by the Lease Termination and Bill of Sale consists of 20 C30-7 GE locomotives numbered CSXT 7032-7051, inclusive (formerly SBD 7032-7051, inclusive, formerly L&N 7032-7051, inclusive), 14 GP38-2 GM locomotives numbered CSXT 2682-2695, inclusive (formerly SBD 2682-2695, inclusive, formerly L&N 6031-6044, inclusive), and 26 SD40-2 GM locomotives numbered CSXT 8034-8039, inclusive,

gatxcxxt.1

*Counterpart of [Signature]*

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SURFACE TRANSPORTATION BOARD  
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Honorable Vernon A. Williams  
March 4, 1998  
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and 8067-8086, inclusive (formerly SBD 8034-8039, inclusive, and 8067-8086, inclusive, formerly L&N 8034-8039, inclusive and 8067-8086, inclusive).

The second document is an Instrument of Lien Release, a secondary document, dated as of February 20, 1998. The primary document to which this is connected is recorded under Recordation No. 10650. We request that this document be recorded under Recordation No. 10650-F.

The name and address of the party to the Instrument of Lien Release is:

Secured Party, Agent:

The Bank of New York  
101 Barclay Street  
New York, NY 10286

A description of the equipment covered by the Instrument of Lien Release consists of 20 C30-7 GE locomotives numbered CSXT 7032-7051, inclusive (formerly SBD 7032-7051, inclusive, formerly L&N 7032-7051, inclusive), 14 GP38-2 GM locomotives numbered CSXT 2682-2695, inclusive (formerly SBD 2682-2695, inclusive, formerly L&N 6031-6044, inclusive), and 26 SD40-2 GM locomotives numbered CSXT 8034-8039, inclusive, and 8067-8086, inclusive (formerly SBD 8034-8039, inclusive, and 8067-8086, inclusive, formerly L&N 8034-8039, inclusive and 8067-8086, inclusive).

A fee of \$48.00 is enclosed. Please return three originals of each document to:

Louis E. Gitomer  
Of Counsel  
Ball Janik LLP  
Suite 225  
1455 F Street, N.W.  
Washington, DC 20005

A short summary of the documents to appear in the index follows: (1) a Lease Termination and Bill of Sale between State Street Bank and Trust Company of Connecticut, N.A., 225 Franklin Street, Boston, MA 02101, and CSX Transportation, Inc., 500 Water Street, Jacksonville, FL 32202; and (2) an Instrument of Lien Release by The Bank of New York, 101 Barclay Street, New York, NY 10286, both covering 20 C30-7 GE locomotives numbered CSXT 7032-7051, inclusive (formerly SBD 7032-7051, inclusive, formerly L&N 7032-7051, inclusive), 14 GP38-2 GM locomotives numbered CSXT 2682-2695, inclusive (formerly SBD

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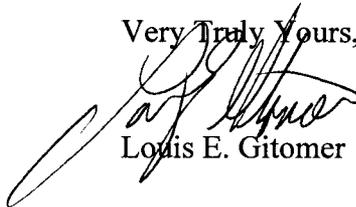
Honorable Vernon A. Williams

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2682-2695, inclusive, formerly L&N 6031-6044, inclusive), and 26 SD40-2 GM locomotives numbered CSXT 8034-8039, inclusive, and 8067-8086, inclusive (formerly SBD 8034-8039, inclusive, and 8067-8086, inclusive, formerly L&N 8034-8039, inclusive and 8067-8086, inclusive).

Very Truly Yours,

A handwritten signature in black ink, appearing to read "Louis E. Gitomer", is written over the typed name. The signature is fluid and cursive, with a long horizontal stroke extending to the left.

Louis E. Gitomer

Enclosures

# SURFACE TRANSPORTATION BOARD

WASHINGTON, DC., 20423-0001

OFFICE OF THE SECRETARY

Louis E. Gitomer

Date: 3/4/98

Of Counsel

Ball Janik LLP

1455 F Street,NW., Ste. 225

Washington,DC., 20005

Dear Sir:

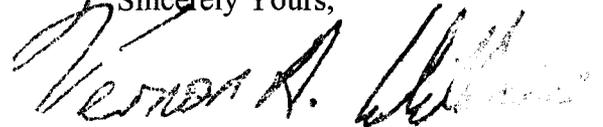
The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C

11301 and 49 CFR 1177.3 (c), on 3/4/98

at 11:31 AM

assigned recordation numbers (s). 10650-E and 10650-F.

Sincerely Yours,



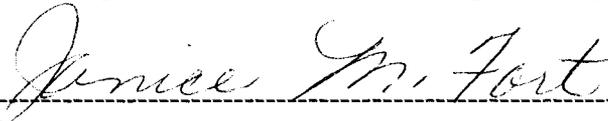
Vernon A. Williams  
Secretary

Enclosure(s)

48.00

\$-----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 had an opportunity to examine your document.

Signature



MAR 4 '98

11-31AM

## LEASE TERMINATION AND BILL OF SALE

This LEASE TERMINATION AND BILL OF SALE dated as of February 20, 1998 (the "Agreement") is made by and between State Street Bank and Trust Company of Connecticut, N.A. ("State Street Bank"), successor to The Connecticut Bank and Trust Company, not in its personal or corporate capacity but solely as trustee (the "Trustee") under that certain Trust Agreement dated as of April 9, 1979, as amended (the "Trust Agreement"), among the Trustee, J. P. Morgan Interfunding Corp. and NationsBanc Lease Investments, Inc., successor to Suburban Trust Company ("NationsBanc"), and CSX Transportation, Inc., successor by merger to Louisville and Nashville Railroad Company ("CSXT").

Recitals

- A. The Trustee, as lessor, entered into that certain Lease of Railroad Equipment dated as of May 15, 1979 (the "Lease") with CSXT, as lessee, for the lease of certain locomotives more particularly described on Exhibit A hereto (the "Units").
- B. The Lease was recorded with the Interstate Commerce Commission (the "ICC") on July 20, 1979, and was assigned the ICC Recordation Number 10650B.
- C. The Lease has expired and the parties hereto wish to terminate the Lease and effect the sale of the Units to CSXT.

NOW, THEREFORE, in consideration of the payment of \$1.00 and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, State Street Bank, not in its personal or corporate capacity but solely as Trustee under the Trust Agreement, and CSXT hereby agree as follows:

1. Termination of Lease. The Lease is hereby formally terminated. The termination of the Lease hereunder is solely for the purpose of releasing the Units subject thereto and is without prejudice to any continuing rights and obligations of the parties under the Lease.

2. Transfer of Title. The Trustee hereby transfers to CSXT and CSXT's successors and assigns forever all of its right, title and interest in and to the Units. The Trustee represents and warrants to CSXT that the Units transferred hereby are free and clear of all liens created by, through or under the Trustee.

3. No Other Warranties. THE UNITS ARE SOLD TO CSXT "AS IS" AND "WHERE IS" AND WITH ALL FAULTS. THE WARRANTY SET FORTH IN SECTION 2 HEREOF IS EXCLUSIVE AND IN LIEU OF ALL OTHER WARRANTIES OF SELLER, WHETHER WRITTEN, ORAL OR IMPLIED. SELLER SHALL NOT, BY VIRTUE OF HAVING SOLD THE UNITS, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR ANY USE, DESIGN, CONDITION, VALUE OR OPERATION OF OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP OR THE ABSENCE OF ANY LATENT OR OTHER DEFECT IN THE UNITS, COMPLIANCE OF THE UNITS OR ANY PORTION OR PART THEREOF WITH ANY APPLICABLE LAWS OR REGULATIONS OR ANY OTHER MATTER, WHETHER SIMILAR OR DISSIMILAR TO THE FOREGOING, IT BEING UNDERSTOOD THAT ALL SUCH DISCLAIMED RISKS ARE TO BE BORNE SOLELY BY THE BUYER.

4. Recording. This Agreement will be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11303.

5. Governing Law. This Agreement will be governed by the laws of the State of California.

6. Delivery. The Units shall be deemed to have been delivered to and received by CSXT in the State of Ohio.

7. Sales Tax. CSXT shall be liable for all sales tax arising from the sale of the Units hereunder.

8. Counterparts. This Agreement may be executed in separate counterparts, each of which when so executed and delivered shall be an original for all purposes, but all such counterparts shall constitute but one and the same instrument.

State of Massachusetts )  
 )  
County of Suffolk )

On February 20, 1998 before me, Laura L. Morse, Notary Public, personally appeared James E. Mogavero, 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 and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

*Laura L. Morse*  
LAURA L. MORSE  
Notary Public  
My Commission Expires July 12, 2002

State of \_\_\_\_\_ )  
 )  
County of \_\_\_\_\_ )

On \_\_\_\_\_ before me, \_\_\_\_\_, Notary Public, personally appeared \_\_\_\_\_, 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 and acknowledged to me that he executed the same in his/her authorized capacity, and that by his/her signature on the instrument the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

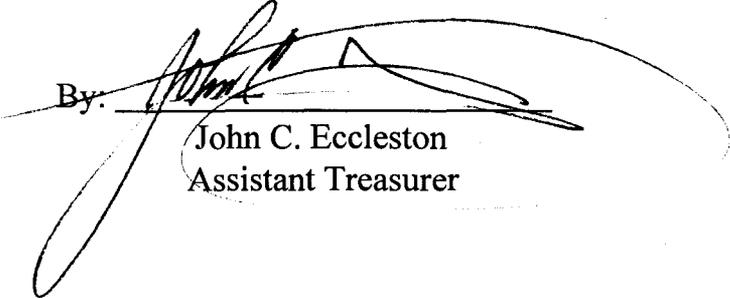
IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the day first above written

STATE STREET BANK AND TRUST  
COMPANY OF CONNECTICUT, N.A.,  
as the Trustee

By: \_\_\_\_\_  
Its: \_\_\_\_\_

CSX TRANSPORTATION, INC.

By: \_\_\_\_\_



John C. Eccleston  
Assistant Treasurer

EXHIBIT A

| <u>No. of Units</u> | <u>Equipment</u>      | <u>Unit No.</u>   |
|---------------------|-----------------------|---|
| 20                  | C30-7 GE Locomotives  | CSXT 7032/CSXT 7051<br>formerly SBD 7032/SBD 7051<br>and L&N 7032/L&N 7051  |
| 14                  | GP38-2 GM Locomotives | CSXT 2682/CSXT 2695<br>formerly SBD 2682/SBD 2695<br>and L&N 6031/L&N 6044  |
| 26                  | SD40-2 GM Locomotives | CSXT 8034/CSXT 8039 and<br>CSXT 8067/CSXT 8086<br>formerly SBD 8034/SBD 8039<br>and SBD 8067/SBD 8086<br>L&N 8034/L&N 8039 and<br>L&N 8067/L&N 8086 |