

BALL JANIK LLP

A T T O R N E Y S

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

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,

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Counter parts - [Signature]

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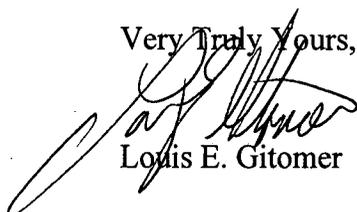
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2682-2695, inclusive, formerly L&N 6031-6044, inclusive), and 26 SD40-2 GM locomotives numbered CSXT 8034-8039, inclusive, and 8067-8086, inclusive (formerly SBD 8034-8039, inclusive, and 8067-8086, inclusive, formerly L&N 8034-8039, inclusive and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

Very Truly Yours,



Louis E. Gitomer

Enclosures

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INSTRUMENT OF LIEN RELEASE

This INSTRUMENT OF LIEN RELEASE dated as of February 20, 1998 (the "Instrument") is made by The Bank of New York ("Bank of New York"), not in its personal or corporate capacity but solely as successor to Mercantile-Safe Deposit and Trust Company ("Mercantile"), as agent (the "Agent"), pursuant to that certain Participation Agreement dated as of May 15, 1979 (the "Participation Agreement") among CSX Transportation, Inc., successor by merger to Louisville and Nashville Railroad Company, as lessee (the "Lessee"), the Agent, J. P. Morgan Interfunding Corp. ("Morgan"), as owner, NationsBanc Lease Investments, Inc., successor to Suburban Trust Company ("NationsBanc"), as owner (Morgan and NationsBanc, collectively, the "Owners"), and State Street Bank and Trust Company of Connecticut, N.A., successor to The Connecticut Bank and Trust Company, as trustee (the "Trustee").

Recitals

- A. The Trustee entered into a Conditional Sale Agreement dated as of May 15, 1979 (the "Conditional Sale Agreement") with General Electric Company ("GE") and General Motors Corporation (Electro-Motive Division) ("EMD") for the purchase of certain locomotives more particularly described on Exhibit A hereto (the "Units") manufactured by GE and EMD. Pursuant to the Conditional Sale Agreement, GE and EMD retained a security interest in the Units supplied by each (the "Security Interests"). GE and EMD assigned the Security Interests to the Agent pursuant to an Agreement and Assignment dated as of May 15, 1979 (the "Assignment") among GE, EMD and the Agent. The Agent also received, as collateral security for the obligations of the Trustee to GE and EMD under the Conditional Sale Agreement, an assignment of that certain Lease of Railroad Equipment dated as of May 15, 1979 (the "Lease") between the Lessee and the Trustee relating to the Units, pursuant to an Assignment of Lease and Agreement dated as of May 15, 1979 (the "Lease Assignment") between the Trustee and the Agent.
- B. The Conditional Sale Agreement was recorded with the Interstate Commerce Commission ("ICC") on July 20, 1979 and assigned the ICC Recordation Number 10650. The Assignment was recorded with the ICC on July 20, 1979 and assigned the ICC Recordation Number 10650A. The Lease Assignment was recorded with the ICC on July 20, 1979 and assigned ICC Recordation

State of FLORIDA)

County of DUVAL)

On FEBRUARY 17, 1998 before me, NECOLE LOUISE SMITH Notary Public, personally appeared SHARON L. ATKINSON, 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.

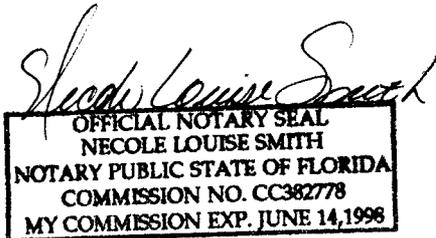


EXHIBIT A

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