

DONELAN, CLEARY, WOOD & MASER, P. C.

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April 2, 1991

RECORDED BY 12079
APR 2 1991 -1 15 PM
INTERSTATE COMMERCE COMMISSION
1-092A038
REGISTRATION UNIT
APR 2 1 15 AM '91

The Honorable Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder, are an original and six counterparts of Instrument of Satisfaction and Release, a secondary document, dated as of January 1, 1991, by and among Mercantile-Safe Deposit and Trust Company, as Agent ("Agent"), The Connecticut Bank and Trust Company, as Trustee ("Trustee") under a Trust Agreement dated as of July 1, 1980 with General Electric Capital Corporation (formerly known as General Electric Credit Corporation), relating to: (1) that certain Conditional Sale Agreement among Whitehead and Kales Company, Trustee and CSX Transportation, Inc., formerly known as The Baltimore and Ohio Railroad Company ("Lessee"), dated as of July 1, 1980, recorded under Recordation No. 12079; (2) that certain Agreement and Assignment between Whitehead and Kales Company and Agent, dated as of July 1, 1980, recorded under Recordation No. 12079-A; and (3) that certain Assignment of Lease and Agreement ("Lease Agreement") between Trustee and Agent dated as of July 1, 1980, recorded under Recordation No. 12079-C.

It is my understanding that the recordation number to be assigned to this new document as described in the preceding paragraph will be: 12079-F.

The names and addresses of the parties to the enclosed document are as follows:

AGENT: Mercantile-Safe Deposit and Trust Company
Post Office Box 2258
Two Hopkins Plaza
Baltimore, Maryland 21203

1/11/91. M...

Country...

TRUSTEE: The Connecticut Bank and Trust Company
100 Constitution Plaza
Hartford, Connecticut 06103

The undersigned is the attorney-in-fact for purposes of this filing. Please return the original of the enclosed document to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4006 or the bearer hereof.

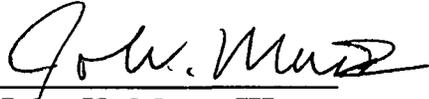
Also enclosed is a remittance in the amount of \$15.00 for the required recording fee.

A short summary of the document to appear in the index follows:

SECONDARY DOCUMENT

Instrument of Satisfaction and Release, dated as of January 1, 1991, by and among Mercantile-Safe Deposit and Trust Company, as Agent, The Connecticut Bank and Trust Company, as Trustee, relating to (1) that certain Conditional Sale Agreement among Whitehead and Kales Company, Trustee and CSX Transportation, Inc., formerly known as The Baltimore and Ohio Railroad Company ("Lessee"), dated as of July 1, 1980, recorded under Recordation No. 12079; (2) that certain Agreement and Assignment between Whitehead and Kales Company and Agent, dated as of July 1, 1980, recorded under Recordation No. 12079-A; and (3) that certain Assignment of Lease and Agreement between Trustee and Agent dated as of July 1, 1980, recorded under Recordation No. 12079-C.

Respectfully submitted,

By 
John K. Maser III
Attorney-In-Fact

RECORDED IN 12079F
APR 2 1991 -1 33 PM
INTERSTATE COMMERCE COMMISSION

INSTRUMENT OF SATISFACTION AND RELEASE dated as of January 1, 1991, by and among **MERCANTILE SAFE DEPOSIT AND TRUST COMPANY** as Agent (the "Agent"), **THE CONNECTICUT BANK AND TRUST COMPANY**, as Trustee (the "Trustee") under a Trust Agreement dated as of July 1, 1980, with **General Electric Capital Corporation** (formerly known as **General Electric Credit Corporation**).

WITNESSETH:

WHEREAS, WHITEHEAD & KALES COMPANY, the Trustee and the Lessee hereto entered into a Conditional Sale Agreement dated as of July 1, 1980;

WHEREAS, the **WHITEHEAD & KALES COMPANY** Conditional Sale Agreement was filed and recorded with the Interstate Commerce Commission on August 11, 1980, and assigned Recordation No. 12079;

WHEREAS, WHITEHEAD & KALES COMPANY and the Agent entered into an Agreement and Assignment dated as of July 1, 1980;

WHEREAS, the **WHITEHEAD & KALES COMPANY** Assignment was filed and recorded with the Interstate Commerce Commission on August 11, 1980 and assigned Recordation No. 12079-A;

WHEREAS, the Trustee and the **CSX TRANSPORTATION, INC.** (the "Lessee"), formerly known as **THE BALTIMORE AND OHIO RAILROAD COMPANY** entered into a Lease of Railroad Equipment (the "Lease"), dated as of July 1, 1980, covering the equipment described in Schedule A thereto;

WHEREAS, the Lease was filed and recorded with the Interstate Commerce Commission on August 11, 1980, and assigned Recordation No. 12079-B;

WHEREAS, the Trustee and the Agent entered into an Assignment of Lease and Agreement (the "Lease Assignment"), dated as of July 1, 1980, with respect to the Lease;

WHEREAS, the Lease Assignment was filed and recorded with the Interstate Commerce Commission on August 11, 1980, and assigned Recordation No. 12079-C;

WHEREAS, the parties hereto desire to execute this Instrument to evidence for public records the satisfaction and release of the rights and obligations of the parties under the **WHITEHEAD & KALES COMPANY** Conditional Sale Agreement, the **WHITEHEAD & KALES COMPANY** Assignment, and the Lease Assignment.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the parties hereto do hereby acknowledge the satisfaction and release of all the covenants, obligations, liens, and warranties of the **WHITEHEAD & KALES COMPANY** Conditional Sale Agreement, the **WHITEHEAD & KALES COMPANY** Assignment, and the Lease Assignment.

The Trustee will cause this Instrument to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303, and will furnish a recorded counterpart thereof to the Agent.

This Instrument shall be executed in several counterparts, each of which when so executed shall be deemed to be an original and such counterparts together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, the Agent and the Trustee have caused this Instrument to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and attested by their respective duly authorized officers as of the day and year first above written.

MERCANTILE-SALE DEPOSIT AND TRUST COMPANY, as Agent

ATTEST:

By: Robert D. Brown
Title: **Corporate Trust Officer**

[Signature]
Title: **Corporate Trust Officer**

THE CONNECTICUT BANK AND TRUST COMPANY
as Trustee

ATTEST:

By: _____
Title:

Title:

IN WITNESS WHEREOF, the Agent and the Trustee have caused this Instrument to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and attested by their respective duly authorized officers as of the day and year first above written.

MERCANTILE-SALE DEPOSIT AND
TRUST COMPANY, as Agent

ATTEST:

By: _____
Title:

Title:

THE CONNECTICUT BANK AND TRUST
COMPANY
as Trustee

ATTEST:

By: 
Title:


Title:

STATE OF MARYLAND }
COUNTY OF BALTIMORE }

On this 1ST day of January, 1991, before me personally appeared Robert D. Brown, to me personally known, who being by me duly sworn, says that (s)he is a Corporate Trust Officer of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said trust company, that said instrument was signed and sealed on behalf of said trust company by authority of its Board of Directors and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

Michael G. Ruppel
Notary Public Michael G. Ruppel

MY COMMISSION EXPIRES OCTOBER 22, 1994

STATE OF }
COUNTY OF }

On this _____ day of January, 1991, before me personally appeared _____, to me personally known, who, being by me duly sworn, says that (s)he is an _____ of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said trust company, that said instrument was signed and sealed on behalf of said trust company by authority of its By-Laws, and (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of said trust company.

Notary Public

STATE OF
COUNTY OF

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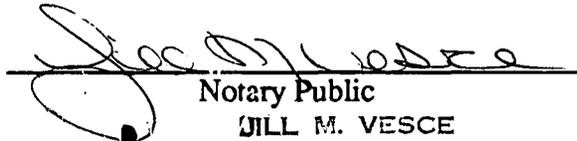
On this _____ day of January, 1991, before me personally appeared _____, to me personally known, who being by me duly sworn, says that (s)he is a _____ of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said trust company, that said instrument was signed and sealed on behalf of said trust company by authority of its Board of Directors and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said trust company.

Notary Public

STATE OF CONNECTICUT
COUNTY OF HARTFORD

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On this 10th day of ^{March} January, 1991, before me personally appeared Ruth L. Spade, to me personally known, who, being by me duly sworn, says that (s)he is an ASSISTANT SECRETARY of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said trust company, that said instrument was signed and sealed on behalf of said trust company by authority of its By-Laws, and (s)he acknowledges that the execution of the foregoing instrument was the free act and deed of said trust company.



Notary Public
JILL M. VESCE
NOTARY PUBLIC
MY COMMISSION EXPIRES OCT 31 1995