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LOUIS G. RECHER
Assistant General Counsel

July 20, 1995

RECORDATION NO. 12115-F FILED 1425

JUL 24 1995 -3 05 PM

INTERSTATE COMMERCE COMMISSION

Vernon A. Williams, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

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 17, 1995, executed by The Bank of New York, as Successor Trustee to Mercantile-Safe Deposit and Trust Company, as Trustee under a certain Equipment Trust Agreement, dated as of July 15, 1980, between Mercantile-Safe Deposit and Trust Company and The Baltimore and Ohio Railroad Company, predecessor to CSXT. The Equipment Trust Agreement was filed with the Interstate Commerce Commission on August 19, 1980, and assigned Recordation No. 12115.

The names and addresses of the parties are as follows:

- Trustee: The Bank of New York
101 Barclay Street - 21st Floor
New York, New York 10286
- CSXT: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

RECEIVED
OFFICE OF THE
SECRETARY
JUL 24 2 56 PM '95
LICENSING BRANCH

Enclosed is a check in the amount of \$21.00 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



Interstate Commerce Commission
Washington, D.C. 20423-0001

7/24/95

Office Of The Secretary

Louis G. Recher
Assistant General Counsel
CSX Corporation
One James Center
Richmond, VA. 23219

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/24/95 at 3: 05 PM and assigned recordation number(s). 12115--F.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 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 and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

RECORDATION NO. 12115-F FILED 1424

JUL 24 1995 - 3 05 PM

Counterpart No. 1
Of 4 Counterparts

RELEASE AND SATISFACTION AND BILL OF SALE

THE BALTIMORE AND OHIO RAILROAD EQUIPMENT TRUST OF 1980

DATED AS OF JULY 15, 1980

KNOW ALL MEN BY THESE PRESENTS that The Bank of New York, as Successor Trustee to Mercantile-Safe Deposit and Trust Company, Trustee, under a certain Equipment Trust Agreement dated as of July 15, 1980 between Mercantile-Safe Deposit and Trust Company, Trustee, and The Baltimore and Ohio Railroad Company, said Agreement establishing Baltimore and Ohio Railroad Equipment Trust of 1980, hereby certifies that all of the \$13,500,000.00 principal amount of 10 5/8% Equipment Trust Certificates and dividend warrants appertaining thereto issued under said Equipment Trust, have been fully paid or payment duly provided for, and all of the obligations under said Equipment Trust have been fully complied with and performed.

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

The Bank of New York, as Successor Trustee to Mercantile Safe Deposit and Trust Company, does hereby declare said Equipment Trust Agreement dated as of July 15, 1980 to be satisfied and canceled and does consent that the same be discharged of record, and further The Bank of New York does hereby sell, assign, convey, transfer, set over, release and quitclaim without warranty or guaranty of any kind, express or implied, unto CSX Transportation, Inc. (successor by merger to The Baltimore and Ohio Railroad Company) all of its rights, title and interest in and to all of the railroad equipment of every character included in the Equipment Trust Agreement dated as of July 15, 1980 and now held by The Bank of New York.

IN WITNESS WHEREOF, The Bank of New York has caused these presents to be executed in its name by one of its Vice Presidents thereunto duly authorized and its corporate seal to be hereunto affixed and attested by its Assistant Treasurer as of this 17th day of July, 1995.

ATTEST:

THE BANK OF NEW YORK, as
Successor Trustee to
MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Trustee

By: [Signature]

By: [Signature]
Vice President

STATE OF NEW YORK)
) SS.:
CITY OF NEW YORK)

On this 17th day of July 1995,
before me personally appeared Walter N. Gitlin, to me
personally known, who, being by me duly sworn, says that
he/she is a Vice President of The Bank of New York, that the
seal affixed to the foregoing instrument is the seal of said
corporation, that said instrument was signed and sealed on
behalf of the corporation, by authority of its Board of
Directors and he/she acknowledged that the execution of the
foregoing instrument was the free act and deed of said
corporation.



Notary Public

RELSALEL

TIMOTHY J. SHEA
Notary Public, State of New York
No. 01SH5027547
Qualified in New York County
Commission Expires May 5, 1996