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Richmond, Virginia 23219
Telephone: (804) 782-1593

LOUIS G. RECHER
Assistant General Counsel

RECORDATION NO. 12409 FILED 1425 E

December 19, 1995 DEC 24 1995 -9 20 AM

INTERSTATE COMMERCE COMMISSION

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

Dear Mr. Strickland:

On behalf of CSX Transportation, Inc. ("CSXT"), successor by merger to the Louisville and Nashville Railroad Company ("L & N"), 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 November 13, 1995, executed by The Bank of New York, as Successor Agent to Mercantile Safe Deposit and Trust Company, as Agent under a Conditional Sale Agreement, dated as of September 1, 1980 (the "CSA"), among Pullman Incorporated (Pullman Standard Division), The Chessie Corporation, Paccar Inc. and the L & N. The CSA originally was filed with the Interstate Commerce Commission (the "Commission") on November 13, 1980, and assigned Recordation No. 12409.

LICENSED BY THE
DEC 22 1995
OFFICE OF THE
SECRETARY OF THE
INTERSTATE COMMERCE COMMISSION

The names and addresses of the parties are as follows:

Successor Agent:	The Bank of New York Trust Company of Florida, N. A. Towermarc Plaza 10161 Centurion Parkway Jacksonville, FL 32256
CSXT:	CSX Transportation, Inc. 500 Water Street Jacksonville, FL 32202

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 enclosed 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 Commission acknowledging the filing.

Sidney L. Strickland, Jr.
December 19, 1995
Page 2

Thanking you in advance for your assistance, I am

Very truly yours,

A handwritten signature in cursive script, appearing to read "Louis Beebe", with a long, sweeping horizontal flourish extending to the right.

LGR/skb

Enclosures



Interstate Commerce Commission

Washington, D.C. 20423-0001

12/22/95

Office Of The Secretary

Louis G. Recher
Assistant General Counsel
CSX Corp.
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 12/22/95 at 9:20AM, and assigned recordation number(s). 12409-E.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100901005)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with document filed on the date shown. This receipt is issued for the amount paid and in no way indicate 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

FILED NO. 12409-E
FILED 1995

Counterpart No. 1
Of 4 Counterparts

DEC 27 1995 -9 20 AM

COMMERCE COMMISSION

RELEASE AND SATISFACTION AND BILL OF SALE

LOUISVILLE AND NASHVILLE RAILROAD CONDITIONAL SALE AGREEMENT

DATED AS OF SEPTEMBER 1, 1980

KNOW ALL MEN BY THESE PRESENTS that The Bank of New York, as Successor Agent to Mercantile-Safe Deposit and Trust Company, as Agent, under a certain Conditional Sale Agreement dated as of September 1, 1980, among Pullman Incorporated (Pullman Standard Division), The Chessie Corporation, Paccar Inc. and the Louisville and Nashville Railroad Company, hereby certifies that all of the \$41,092,365.29 Conditional Sale Indebtedness, with interest thereon at the rate of 12.50% 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:

The Bank of New York, as Successor Agent to Mercantile Safe Deposit and Trust Company, does hereby declare said Conditional Sale Agreement dated as of September 1, 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 Louisville and Nashville Railroad Company) all of its rights, 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 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 13 day of November, 1995.

ATTEST:

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

By: [Signature]
Assistant Treasurer

By: [Signature]
Vice President

STATE OF FLORIDA)
)
COUNTY OF DUVAL) SS.:

On this 13th day of November 1995, before me personally appeared William A. Lamm, to me personally known, who, being by me duly sworn, says that he/she is an Authorized Agent 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.

Deborah J. Daly
Notary Public
DEBORAH T. DALY

RELSALEO



DEBORAH T DALY
My Commission CC421806
Expires Nov. 20, 1998
Bonded by ANB
800-852-5878