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March 1, 2000

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

RECORDATION NO. 14552-A FILED

MAR 1 '00 9-52 AM
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SURFACE TRANSPORTATION BOARD

Dear Secretary Williams:

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

The document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of November 15, 1999. The primary document to which this is connected is recorded under Recordation No. 14552. We request that one copy of this document be recorded under Recordation No. 14552-A.

The name and address of the party to the Release and Satisfaction and Bill of Sale is:

Trustee:

The Bank of New York, as Successor Trustee to Mercantile-Safe Deposit and Trust Company
101 Barclay Street
New York, NY 10007

A description of the equipment covered by the Release and Satisfaction and Bill of Sale consists of 175 100-ton open top hopper cars numbered SBD 370000-370174, inclusive; and 15 1500 horsepower MP15T diesel electric locomotives numbered SBD 1200-1214, inclusive.

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BALL JANIK LLP

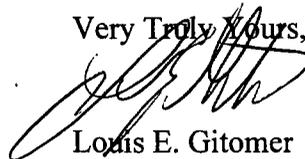
Honorable Vernon A. Williams
March 1, 2000
Page 2

A fee of \$ 26.00 is enclosed. Please return three originals of the 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 document to appear in the index follows: a Release and Satisfaction and Bill of Sale by The Bank of New York, as Successor Trustee to Mercantile-Safe Deposit and Trust Company, 101 Barclay Street, New York, NY 10007, covering 175 100-ton open top hopper cars numbered SBD 370000-370174, inclusive; and 15 1500 horsepower MP15T diesel electric locomotives numbered SBD 1200-1214, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

MAR 1 '00 9-52 AM

SURFACE TRANSPORTATION BOARD
RELEASE AND SATISFACTION AND BILL OF SALE

SEABOARD SYSTEM RAILROAD EQUIPMENT TRUST OF 1984

NO. 3 DATED AS OF NOVEMBER 15, 1984

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 November 15, 1984 between Mercantile-Safe Deposit and Trust Company, Trustee, and Seaboard System Railroad, Inc., said Agreement establishing Seaboard System Railroad, Inc., Equipment Trust of 1984, No. 3, hereby certifies that all of the \$11,730,000 principal amount of 11.375% 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 November 15, 1984 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. (formerly known as Seaboard System Railroad, Inc.) 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 November 15, 1984 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 Agents thereunto duly authorized and its corporate seal to be hereunto affixed and attested by its Agent as of this 15th day of November, 1999.

ATTEST:

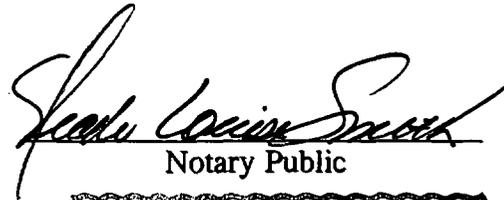
THE BANK OF NEW YORK,
as Successor Trustee to
MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Trustee

By: [Signature]

By: [Signature]
Agent

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

On this 15 day of November 1999, before me personally appeared Sharon L. O'Hair, to me personally known, who, being by me duly sworn, says that he/she is an 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.


Notary Public

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