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RECORDATION NO. 18103-L **FILED**

JAN 23 '03

3-26 PM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

January 23, 2003

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

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Termination of Lease, a secondary document, dated as of December 31, 2002. The primary document to which this is connected is recorded under Recordation No. 18103. We request that one copy of this document be recorded under Recordation No. 18103-L.

The name and address of the party to the Memorandum of Termination of Lease is:

Lessor:

Progress Fuels Corporation
200 Central Avenue
St. Petersburg, FL 33701-3326

A description of the equipment covered by the Memorandum of Termination of Lease consists of 18 locomotives numbered CSXT 7847-7852, inclusive, 9003-9005, inclusive, 600-602, inclusive, 223-228, inclusive, and 342-344, inclusive.

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Honorable Vernon A. Williams
January 23, 2003
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A fee of \$30.00 is enclosed. Please return the original 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 Memorandum of Termination of Lease by Progress Fuels Corporation, 200 Central Avenue, St. Petersburg, FL 33701-3326, covering 18 locomotives numbered CSXT 7847-7852, inclusive, 9003-9005, inclusive, 600-602, inclusive, 223-228, inclusive, and 342-344, inclusive.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 18103-L **REC**

JAN 23 '03 **9-25 PM**

EXECUTION VERSION

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF TERMINATION OF LEASE

MEMORANDUM OF TERMINATION OF LEASE dated as of December 31, 2002, by PROGRESS FUELS CORPORATION, a Florida corporation (hereinafter called the "Lessor").

The Lessor and CSX TRANSPORTATION, INC., a Virginia corporation (hereinafter called the "Lessee"), have entered into that certain Lease of Railroad Equipment dated as of December 22, 1992 (hereinafter called the "Lease"), and Lease Supplements 1 through 6 thereto (hereinafter called the "Supplements").

Evidence of the Lease and the Supplements has been recorded with the Interstate Commerce Commission and assigned recordation numbers 18103-B; 18103-C (CSXT 7847-7852, inclusive); 18103-D; 18103-G (CSXT 9003-9005, inclusive); 18103-H (CSXT 600-602, inclusive); 18103-I (CSXT 223-225); 18103-J (CSXT 226-228) and 18103-K (CSXT 342-344, inclusive).

The term of the Lease and of each supplement has expired and the Lessee has discharged its obligations under each thereof (except such obligations as are expressly intended to survive such expiry), and the Lessor wishes to show for the public record the termination of the Lease and the Supplements.

IN WITNESS WHEREOF, the Lessor has caused this memorandum to be duly executed of the date first above written.

PROGRESS FUELS CORPORATION

By: Bonnie V Hancock

STATE OF NORTH CAROLINA :

COUNTY OF WAKE :

On this 27 day of December, 2002 before me personally appeared Bonnie Hancock, to me personally known, who being by me duly sworn, says that he/she is a President of PROGRESS FUELS CORPORATION, that the foregoing instrument was signed on behalf of said corporation, and that he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Mary K. Lowell
Notary Public

My commission expires: 3/18/06

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Memorandum of Termination of Lease dated as of December 31, 2002, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

A handwritten signature in black ink, appearing to read 'L. E. Gitomer', is written over a horizontal line.

Louis E. Gitomer
January 23, 2003