LAW OFFICES
**ALLEN H. HARRISON, JR.**
SUITE 706
2009 NORTH 14TH STREET
ARLINGTON, VIRGINIA 22201

TELEPHONE (703) 524-8309
FAX (703) 524-3035

RECORDATION NO. 16546-H FILED
JAN 16 '04 10-48 AM
SURFACE TRANSPORTATION BOARD

January 15, 2004

**Recordation No. 16546-H**

Dear Mr. Williams:

On behalf of CSX Transportation, Inc. I submit for filing and recording under 49 U.S.C. § 11301 (a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Full Termination of Lease Agreement No. 5 ("Full Termination") dated as of January 9, 2004.

The parties to the enclosed Full Termination are:

Manufacturers and Traders Trust Company - LESSOR
f/k/a FMB Trust Company,
National Association, as
successor in interest to Fleet National
Bank, f/k/a Fleet National Bank of
Connecticut, f/k/a Shawmut Bank
Connecticut, National Association, f/k/a
The Connecticut National Bank,
as Owner Trustee.
16th Floor
25 Charles Street
Baltimore, MD 21201

CSX Transportation, Inc. - LESSEE
500 Water Street
Jacksonville, Florida 32202

The said Full Termination, among other things, acts to terminate in full that certain Lease Agreement No. 5 ("Lease") recorded September 29, 1989 under Recordation 16546, as amended/supplemented, and should be recorded under the next available letter thereunder, which letter we believe to be "-H."

The equipment covered by the instant Full Termination is all the equipment covered by the aforesaid Lease.

A short summary of the Full Termination to appear in the Surface Transportation Board Index is as follows:

"Full Termination of the lease under Recordation No. 16546, as amended/supplemented."

Enclosed is a check in the amount of thirty dollars ($30.00) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

Allen H. Harrison, Jr.
Attorney for CSX Transportation, Inc.,
*for the purpose of this filing.*

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

Enclosures

BY HAND

8212-020

RECORDATION NO. 16546-A FILED

JAN 16 '04 10-48 AM

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF FULL TERMINATION**
**OF**
**LEASE AGREEMENT NO. 5**
**RECORDED SEPTEMBER 29, 1989 UNDER RECORDATION NO. 16546**

January 9, 2004

THIS MEMORANDUM OF FULL TERMINATION OF LEASE of Manufacturers and Traders Trust Company, f/k/a FMB Trust Company, National Association, as successor in interest to Fleet National Bank, f/k/a Fleet National Bank of Connecticut, f/k/a Shawmut Bank Connecticut, National Association, f/k/a/ The Connecticut National Bank, as owner trustee, of 25 South Charles Street, 16th Floor, Baltimore, Maryland 21201 for the benefit of CSX Transportation, Inc. (as Lessee), 500 Water Street, Jacksonville, Florida 32202 .

WHEREAS, The Connecticut Bank and Trust Company did enter into that certain Lease Agreement No. 5 ("Lease"), dated as of September 5, 1989, as Lessor, with CSX Transportation, Inc., as Lessee, recorded with the then Interstate Commerce Commission, now Surface Transportation Board, under Recordation No. 16546 on September 29, 1989; and

WHEREAS, through a series of transactions Manufacturers and Traders Trust Company did become successor Lessor under the above-mentioned Lease; and

WHEREAS, the term of the aforesaid Lease has ended, has not been extended, and all duties, obligations and payments under said Lease have been fulfilled;

NOW, THEREFORE, this Memorandum of Full Termination of Lease Agreement No. 5 is recorded for the purpose of officially fully terminating of record in the files of the Surface Transportation Board the aforesaid Lease.

\\FIN\184675.2

IN WITNESS WHEREOF, the party hereto has executed this Memorandum of Full Termination of Lease Agreement No. 5 as of the day, month and year first hereinabove written.

MANUFACTURERS AND TRADERS TRUST COMPANY, AS OWNER TRUSTEE

By: _____

Name: Robert D. Brown

Corporate Title: Vice President

STATE OF Maryland )
) SS:
COUNTY/CITY OF Baltimore )

On this 9th day of January, 2004 before me personally appeared Robert D. Brown, to me personally known, who being by me duly sworn, says that he/she is the Vice President of Manufacturers and Traders Trust Company (the "Company"), that the foregoing instrument was signed on behalf of the Company, as Owner Trustee, 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 the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal.

Deborah K. Bailey
Notary Public

My Commission expires: 4/1/2006



\\FIN\184675.3

CERTIFICATE OF TRUE COPY

I, Allen H. Harrison, Jr., a member of the Bars of the District of Columbia and the Commonwealth of Virginia, under penalty of perjury, do hereby certify that I have compared the attached document with an executed original counterpart thereof and find the said attached copy to be in all respects a true, correct and complete copy of the aforesaid executed original counterpart.

IN WITNESS WHEREOF, I have hereto affixed my signature this 15th day of January, 2004

Allen H. Harrison

Allen H. Harrison, Jr.