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RECORDATION NO.

17576-C

OCT 09 2003

8:30 PM

SURFACE TRANSPORTATION BOARD

lgitomer@dc.bjllp.com

October 9, 2003

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

Dear Secretary Williams:

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

The document is a Memorandum of Termination, a secondary document, dated as of September 19, 2003. The primary document to which this is connected is recorded under Recordation No. 17576. We request that one copy of this document be recorded under Recordation No. 17576-C.

The names and addresses of the parties to the Memorandum of Termination are:

Owner Trustee:

Wells Fargo Bank Northwest, National Association  
79 South Main Street  
Salt Lake City, UT 84111

Indenture Trustee:

The Bank of New York  
101 Barclay Street, 8th Floor  
New York, NY 10286

BALL JANIK LLP

Honorable Vernon A. Williams  
October 9, 2003  
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Lessee:

CSX Transportation, Inc.  
500 Water Street  
Jacksonville, FL 32202

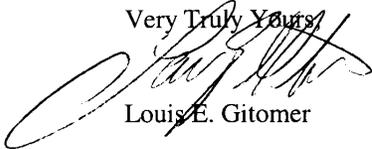
A description of the equipment covered by the Memorandum of Termination consists of all equipment subject to the Lease Agreement, the Indenture, Mortgage and Security Agreement, and the Lease and Indenture Supplement No. 1.

A fee of \$30.00 is enclosed. Please return five originals 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 among Wells Fargo Bank Northwest, National Association, 79 South Main Street, Salt Lake City, UT 84111, The Bank of New York, 101 Barclay Street, 8th Floor, New York, NY 10286, and CSX Transportation, Inc., 500 Water Street, Jacksonville, FL 32202, covering all equipment subject to the Lease Agreement, the Indenture, Mortgage and Security Agreement, and the Lease and Indenture Supplement No. 1.

Very Truly Yours,



Louis E. Gitomer

Enclosures

RECORDATION NO. 17576-C FILED

OCT 09 '03

3-35 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF TERMINATION dated as of September 19, 2003,  
among

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, a national banking association, not in its individual capacity but solely as Owner Trustee (hereinafter called the **Owner Trustee**) under that certain **Trust Agreement** (hereinafter so called) dated as of October 15, 1991, entered into under its then name, First Security Bank of Utah, National Association, with CSX Intermodal, Inc., a Delaware corporation (hereinafter called the **Owner Participant**),

CSX TRANSPORTATION, INC., a Virginia corporation (hereinafter called the **Lessee**), and

THE BANK OF NEW YORK, a New York banking corporation, not in its individual capacity but solely as **Indenture Trustee** (hereinafter so called) under the Indenture referred to below.

The Owner Trustee, acting pursuant to the Trust Agreement and under its then name, First Security Bank of Utah, National Association, and the Lessee have entered into that certain Lease Agreement dated as of October 15, 1991 (hereinafter, as amended to the date hereof, called the **Lease**), which was filed and recorded with the Interstate Commerce Commission pursuant to then section 11303 of Title 49 of the United States Code on October 31, 1991, and assigned recordation number 17576;

The Owner Trustee has assigned and granted a security interest in the Lease pursuant to the Indenture, Mortgage and Security Agreement dated as of October 15, 1991 (hereinafter, as amended to the date hereof, called the **Indenture**) between the Owner Trustee (under its then name, First Security Bank of Utah, National Association) and Mercantile-Safe Deposit and Trust Company, which was filed and recorded with the Interstate Commerce Commission pursuant to then section 11303 of Title 49 of the United States Code on October 31, 1991, and assigned recordation number 17576-A;

The Owner Trustee, acting pursuant to the Trust Agreement and under its then name, First Security Bank of Utah, National Association, the Lessee and Mercantile-Safe Deposit and Trust Company, acting as indenture trustee under the Indenture have entered into that certain **Lease and Indenture Supplement No. 1**, dated October 31, 1991 (hereinafter, as amended to the date hereof, called the **Lease Supplement**), filed and recorded with the Interstate Commerce Commission pursuant to then section 11303 of

Title 49 of the United States Code on October 31, 1991, and assigned recordation number 17576-B;

The Indenture Trustee has succeeded to Mercantile-Safe Deposit and Trust Company as indenture trustee under the Indenture and, in such capacity, as assignee of the Lease;

The parties hereto wish to show for the public record the termination of the Lease, the Indenture, and the Lease Supplement, and the conveyance of the railroad equipment covered thereby to the Lessee, all pursuant to the Termination Agreement dated as of the date hereof among the parties hereto, CSX Intermodal, Inc., and CSX Business Management, Inc.

IN WITNESS WHEREOF, the parties hereto have caused this memorandum to be duly executed as of the date and year set forth in the opening paragraph hereof.

WELLS FARGO BANK NORTHWEST,  
NATIONAL ASSOCIATION  
not in its individual  
capacity but solely as  
Owner Trustee

By Vallet

CSX TRANSPORTATION, INC.

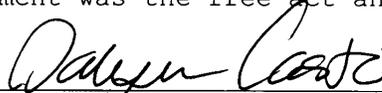
By Nirvan Rao

THE BANK OF NEW YORK  
not in its individual  
capacity but solely as  
Indenture Trustee

By Jana Boehm

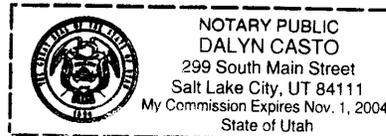
STATE OF UTAH )  
 ) ss.:  
COUNTY OF SALT LAKE )

On this \_\_\_\_ day of September, 2003, before me personally appeared **Val T. Orton**, to be personally known, who, being by me duly sworn, says that he is **Vice President** of Wells Fargo Bank Northwest, National Association, that said instrument was signed on behalf of said banking association by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said banking association.

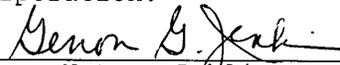
  
\_\_\_\_\_  
Notary Public

My commission expires:

STATE OF FLORIDA )  
 ) ss.:  
COUNTY OF Duval )

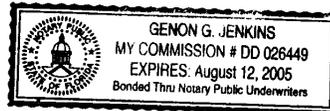


On this 16<sup>th</sup> day of September, 2003, before me personally appeared **Niranjan B. Rao**, to be personally known, who, being by me duly sworn, says that he is Treasurer of CSX Transportation, Inc., that said instrument was signed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My commission expires:

STATE OF FLORIDA )  
 ) ss.:  
COUNTY OF Duval )



On this 19<sup>th</sup> day of September, 2003, before me personally appeared **Linda Boenish** to be personally known, who, being by me duly sworn, says that she is ~~Vice President~~ of The Bank of New York, that said instrument was signed on behalf of said bank by authority of its Board of Directors and she acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

  
\_\_\_\_\_  
Notary Public

My commission expires: 3-5-05

