BALL JANIK LLP

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RECORDATION NO. 17023-G FILED
MAR 28 4-23 PM
SURFACE TRANSPORTATION BOARD

LOUIS E. GITOMER
OF COUNSEL
(202) 466-6532

lgitomer@bjllp.com

March 28, 2005

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

Dear Secretary Williams:

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

The document is a Memorandum of Full Release and Termination of Indenture and Security Agreement No. 3, a secondary document, dated as of March 26, 2005. The primary document to which this is connected is recorded under Recordation No. 17023. We request that one copy of this document be recorded under Recordation No. 17023-G.

The name and address of the party to the Memorandum of Full Release and Termination of Indenture and Security Agreement No. 3 is:

Indenture Trustee:

The Bank of New York f/k/a Mercantile-Safe Deposit and Trust Company
c/o The Bank of New York Trust Company of Florida, N.A.
The Bank of New York Plaza
10161 Centurion Parkway
Jacksonville, FL 32256

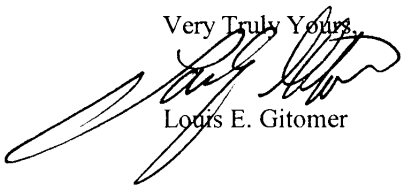
A description of the equipment covered by the Memorandum of Full Release and Termination of Indenture and Security Agreement No. 3 is in the Attachment.

A fee of $32.00 is enclosed. Please return one 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 Full Release and Termination of Indenture and Security Agreement No. 3 by The Bank of New York f/k/a Mercantile-Safe Deposit and Trust Company, c/o The Bank of New York Trust Company of Florida, N.A., The Bank of New York Plaza, 10161 Centurion Parkway, Jacksonville, FL 32256, covering the equipment in the Attachment.

Very Truly Yours,



Louis E. Gitomer

Enclosures

Annex A
Description of Equipment

CSX Transportation Inc.
Railcars - Equipment List
CSX Trust 1990 - 3

Numeric Count	Initial	Number
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	CSXT	384702

RECORDATION NO. 17023-G FILED

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SURFACE TRANSPORTATION BOARD

Execution Copy

MEMORANDUM
OF
FULL RELEASE AND TERMINATION
OF
INDENTURE AND SECURITY AGREEMENT NO. 3
DATED AS OF SEPTEMBER 1, 1990
RECORDED SEPTEMBER 27, 1990 UNDER RECORDATION NO. 17023-A

This MEMORANDUM OF FULL RELEASE AND TERMINATION is made as of March 26, 2005 by The Bank of New York, as Indenture Trustee, as successor in interest to Mercantile – Safe Deposit and Trust Company (the "***Indenture Trustee***"), care of The Bank of New York Trust Company of Florida, N.A., The Bank of New York Plaza, 10161 Centurion Parkway, Jacksonville, Florida 32256, for the benefit of Wilmington Trust Company of Rodney Square North, 1100 N. Market Street, Wilmington, Delaware 19890 (the aforesaid entities together hereinafter "***Parties***").

WHEREAS, the Parties entered into that certain Indenture and Security Agreement No. 3, dated as of September 1, 1990 (the "***Agreement***") and recorded with the Interstate Commerce Commission on September 27, 1990 under Recordation No. 17023-A, as supplemented by Lease and Indenture Supplement No. 1, dated as of September 27, 1990 ("***Supplement No. 1***") and recorded with the Interstate Commerce Commission on September 27, 1990 under Recordation No. 17023-B, Lease and Indenture Supplement No. 2, dated as of June 1, 1991 and recorded with the Interstate Commerce Commission on July 16, 1991 under Recordation No. 17023-C ("***Supplement No. 2***"), Lease and Indenture Supplement, dated as of May 15, 2000 and recorded with the Surface Transportation Board (successor to the Interstate Commerce Commission) on May 15, 2000 under Recordation No. 17023-D ("***Additional Supplement***") and Lease and Indenture Supplement No. 3, dated as of May 11, 2001 and recorded with the Surface Transportation Board on May 14, 2001 under Recordation No. 17023-E ("***Supplement No. 3***";

and together with the Agreement, Supplement No. 1, Supplement No. 2 and Additional Supplement, collectively, the "***Indenture Agreement***"); and

WHEREAS, as to the Parties, the obligations secured by Indenture Agreement have been satisfied and discharged in full and the Parties wish to make of record this fact.

NOW, THEREFORE, for good and valuable consideration, the sufficiency and receipt of which is acknowledged, and intending to be legally bound, The Bank of New York, as Indenture Trustee, f/k/a Mercantile – Safe Deposit and Trust Company does hereby (i) release and terminate the aforesaid Indenture Agreement and (ii) release the equipment listed on Annex A hereto from the lien of the Indenture.

[Signatures appear on following page.]

IN WITNESS WHEREOF, The Bank of New York, as Indenture Trustee, f/k/a Mercantile – Safe Deposit and Trust Company has duly executed this FULL RELEASE AND TERMINATION as of the date first above written.

The Bank of New York, as Indenture Trustee
(f/k/a Mercantile – Safe Deposit and Trust Company)

By: William Cardozo
Name: William Cardozo
Title: Agent

\\FIN\237784.1

STATE OF Florida)
) SS:
COUNTY/CITY OF Duval (Jacksonville)

On this 23rd day of March, 2005 before me personally appeared William Cardozo, to me personally known, who being by me duly sworn, says that he/she is the Agent of The Bank of New York, as Indenture Trustee, f/k/a Mercantile-Safe Deposit and Trust Company (the "***Trustee***"), that the foregoing instrument was signed on behalf of the 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 Trustee.

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

AXTELLE MORGAN
MY COMMISSION # DD 130458
EXPIRES: July 1, 2006
Bonded Thru Notary Public Underwriters

[SEAL]

Axtelle Morgan
Notary Public

My Commission expires:
7/1/06

\\FIN\237784.1

Annex A
Description of Equipment

CSX Transportation Inc.
Railcars - Equipment List
CSX Trust 1990 - 3

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