

RECORDATION NO. 16114-15 FILED

DEC 05 '08 -1 00 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, D.C.

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20036

OF COUNSEL
URBAN A LESTER

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

December 4, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of Termination of Lease and Release of Security Interests, dated as of December 3, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document is a complete release of the Indenture and Security Agreement and termination of Lease Agreement and related documents previously filed with the Commission and Board under Rec. Nos. 16114 through 16114-F.

The names and addresses of the parties to the enclosed document are:

Owner Trustee/
Lessor:

Manufacturers and Traders Trust Company
(successor in interest to Fleet National Bank,
successor in interest to Shawmut Bank
Connecticut, National Association, f/k/a
The Connecticut National Bank)
25 South Charles Street, 16th Floor
Baltimore, MD 21201

Lessee:

CSX Transportation, Inc.
100 N Charles St
Baltimore, MD 21201

Indenture Trustee:

U.S. Bank National Association (successor to
Meridian Trust Company)
300 Delaware Avenue, 9th floor
Wilmington, DE 19801

Anne K. Quinlan, Esquire
December 9, 2008
Page Two

A description of the railroad equipment covered by the enclosed document is:

4000 railcars: CSXT 380000 - CSXT 381999 and CSXT 259000 - CSXT 260999.

A short summary of the schedule to appear in the index follows:

Termination of Lease and Release of Security Interests.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

DEC 05 '08 -1 0 0 PM

SURFACE TRANSPORTATION BOARD

TERMINATION OF LEASE AND RELEASE OF SECURITY INTERESTS

THIS TERMINATION OF LEASE AND RELEASE OF SECURITY INTERESTS, dated as of 3 day of December, 2008, is executed by Manufacturers and Traders Trust Company, as successor in interest to Fleet National Bank (successor in interest to Shawmut Bank Connecticut, National Association, f/k/a The Connecticut National Bank), as Owner Trustee ("Owner Trustee") and Lessor ("Lessor"), by CSX Transportation, Inc., as Lessee ("Lessee"), and by U.S. Bank National Association, as successor in interest to Meridian Trust Company, as Indenture Trustee ("Indenture Trustee");

WHEREAS, the aforesaid Lessor and Lessee entered into that certain Lease Agreement No. 1, dated as of December 1, 1988, and supplemented from time to time thereafter (the "Lease"), covering the railroad equipment (the "Railroad Equipment") identified on Schedule A attached hereto;

WHEREAS, the Lease was duly recorded with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on the dates, at the times and under the Recordation Numbers set forth on Exhibit 1 attached hereto;

WHEREAS, the aforesaid Owner Trustee and Indenture Trustee entered into that certain Indenture and Security Agreement No. 1, dated as of December 1, 1988, and supplemented from time to time thereafter (the "Indenture"), covering the Railroad Equipment;

WHEREAS, the Indenture was duly recorded with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) on the dates, at the times and under the Recordation Numbers set forth on Exhibit 1 attached hereto;

WHEREAS, the Lessor and Lessee have agreed to terminate the Lease and to terminate the recordations relating thereto as set forth on Exhibit 1 attached hereto;

WHEREAS, the Owner Trustee and the Indenture Trustee have agreed to terminate the Indenture and to terminate the security interests granted thereunder as set forth in the recordations on Exhibit 1 attached hereto;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged:

1. The Lessor and Lessee terminate the Lease.
2. The Owner Trustee and Indenture Trustee terminate the Indenture.

3. The Indenture Trustee hereby releases any and all security interests in the Railroad Equipment, including but not limited to, the security interests evidenced by the recordations on Exhibit 1 attached hereto.

This Termination of Lease and Release of Security Interests has been executed by the duly authorized officers of the Owner Trustee and Lessor, the Lessee, and the Indenture Trustee, each of whom has obtained any and all consents and approvals required by the Lease and Indenture.

This Termination of Lease and Release of Security Interests will be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301.

MANUFACTURERS AND TRADERS TRUST
COMPANY
Owner Trustee and Lessor

Dated: DECEMBER 3, 2008

By: *Robert D. Brown*
Name: ROBERT D. BROWN
Title: VICE PRESIDENT

CSX TRANSPORTATION, INC.
Lessee

Dated: _____, 2008

By: _____
Name:
Title:

U.S. BANK NATIONAL ASSOCIATION
Indenture Trustee

Dated: _____, 2008

By: _____
Name:
Title:

3. The Indenture Trustee hereby releases any and all security interests in the Railroad Equipment, including but not limited to, the security interests evidenced by the recordations on Exhibit 1 attached hereto.

This Termination of Lease and Release of Security Interests has been executed by the duly authorized officers of the Owner Trustee and Lessor, the Lessee, and the Indenture Trustee, each of whom has obtained any and all consents and approvals required by the Lease and Indenture.

This Termination of Lease and Release of Security Interests will be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301.

MANUFACTURERS AND TRADERS TRUST
COMPANY
Owner Trustee and Lessor

Dated: _____, 2008

By: _____
Name:
Title:

CSX TRANSPORTATION, INC.
Lessee

Dated: Dec. 3, 2008

By: P. K. Mills
Name: Peter K. Mills
Title: VP FINANCE

U.S. BANK NATIONAL ASSOCIATION
Indenture Trustee

Dated: _____, 2008

By: _____
Name:
Title:

3. The Indenture Trustee hereby releases any and all security interests in the Railroad Equipment, including but not limited to, the security interests evidenced by the recordations on Exhibit 1 attached hereto.

This Termination of Lease and Release of Security Interests has been executed by the duly authorized officers of the Owner Trustee and Lessor, the Lessee, and the Indenture Trustee, each of whom has obtained any and all consents and approvals required by the Lease and Indenture.

This Termination of Lease and Release of Security Interests will be filed and recorded with the Surface Transportation Board pursuant to the provisions of 49 U.S.C. Section 11301.

MANUFACTURERS AND TRADERS TRUST
COMPANY
Owner Trustee and Lessor

Dated: _____, 2008

By: _____
Name:
Title:

CSX TRANSPORTATION, INC.
Lessee

Dated: _____, 2008

By: _____
Name:
Title:

U.S. BANK NATIONAL ASSOCIATION
Indenture Trustee

Dated: December 3, 2008

By: Annette Morgan
Name: Annette E. Morgan
Title: Assistant Vice President

STATE OF _____)
)ss
COUNTY OF _____)

On this ___ day of _____, 2008, before me personally appears _____, to me personally known, who being by me duly sworn, says that he/she is a _____ of Manufacturers and Traders Trust Company, that the foregoing instrument was signed on behalf of said association, and he/she acknowledged that the execution of the foregoing instrument was his/her free act and deed.

NOTARY PUBLIC

My commission expires: _____

STATE OF Florida)
)ss
COUNTY OF Duval)

On this 3rd day of Dec., 2008, before me personally appears Peter Mills to me personally known, who being by me duly sworn, says that he/she is a V.P. France of CSX TRANSPORTATION, INC., that the foregoing instrument was signed on behalf of said association, and he/she acknowledged that the execution of the foregoing instrument was his/her free act and deed.

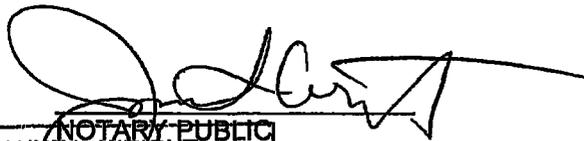
Stephan Reynolds
NOTARY PUBLIC

My commission expires: Sept. 11, 2012



STATE OF Delaware
COUNTY OF New Castle)^{SS}

On this 3rd day of December, 2008, before me personally appears Annette Morgan, to me personally known, who being by me duly sworn, says that he/she is a Asst. Vice President of U.S. Bank National Association, that the foregoing instrument was signed on behalf of said association, and he/she acknowledged that the execution of the foregoing instrument was his/her free act and deed.



NOTARY PUBLIC
JOANNE L. WRIGHT
NOTARY PUBLIC
DELAWARE
MY COMMISSION EXPIRES NOV. 14, 2011

My commission expires: _____

SCHEDULE A
(Rec. No. 16114)

A)

911 coal gondola cars: CSXT 380000 - 380906; CSXT 380911; CSXT 380913 - 380915;

899 coal gondola railcars: CSXT 380907 - 380910; CSXT 380912, CSXT 380916 - 381802; CSXT 381804 - 381806; CSXT 381812 - 381815;

190 coal gondola railcars: CSXT 381803; CSXT 381807 - 381811; CSXT 381816 - 381999;

B)

571 covered hopper railcars: CSXT 259000 - 259389; CSXT 259391 - 259401; CSXT 259403 - 259497; CSXT 259499 - 259568; CSXT 259473 - 259577.

709 covered hopper railcars CSXT 259498; CSXT 259569 - 259572; CSXT 259578 - 259999; CSXT 260030 - CSXT 260300; CSXT 260302 - 260307; CSXT 260311 - 260312; CSXT 260314 - 260316;

720 covered hopper railcars: CSXT 259390, CSXT 259402; CSXT 260000 - 260029; CSXT 260301; CSXT 260308 - 260310; CSXT 260313; CSXT 260317 - 260999;

EXHIBIT 1

1. Lease Agreement No. 1, dated as of December 1, 1988, between The Connecticut National Bank, as Owner Trustee and Lessor, and CSX Transportation, Inc., as Lessee, filed with the Commission on December 29, 1988 at 9:45 a.m. under Recordation Number 16114.

2. Indenture and Security Agreement No. 1, dated as of December 1, 1988, between The Connecticut National Bank, as Owner Trustee, and Meridian Trust Company, as Indenture Trustee, filed with the Commission on December 29, 1988 at 9:45 a.m. under Recordation Number 16114-A.

3. Lease and Indenture Supplement No. 1, dated as of December 29, 1988, among The Connecticut National Bank, as Owner Trustee and Lessor, CSX Transportation, Inc., as Lessee, and Meridian Trust Company, as Indenture Trustee, filed with the Commission on December 29, 1988 at 9:45 a.m. under Recordation Number 16114-B.

4. Lease and Indenture Supplement No. 2, dated as of March 30, 1989, among The Connecticut National Bank, as Owner Trustee and Lessor, CSX Transportation, Inc., as Lessee, and Meridian Trust Company, as Indenture Trustee, filed with the Commission on March 30, 1989 at 10:25 a.m. under Recordation Number 16114-C.

5. Lease and Indenture Supplement No. 3, dated as of June 29, 1989, among The Connecticut National Bank, as Owner Trustee and Lessor, CSX Transportation, Inc., as Lessee, and Meridian Trust Company, as Indenture Trustee, filed with the Commission on June 29, 1989 at 1:20 p.m. under Recordation Number 16114-D.

6. Lease and Indenture Supplement No. 4, dated as of July 3, 1990, among The Connecticut National Bank, as Owner Trustee and Lessor, CSX Transportation, Inc., as Lessee, and Meridian Trust Company, as Indenture Trustee, filed with the Commission on July 24, 1990 at 2:05 p.m. under Recordation Number 16114-E.

7. Lease and Indenture Supplement No. 4, dated as of July 3, 1990, among The Connecticut National Bank, as Owner Trustee and Lessor, CSX Transportation, Inc., as Lessee, and Meridian Trust Company, as Indenture Trustee, filed with the Commission on July 24, 1990 at 2:05 p.m. under Recordation Number 16114-F.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/5/08



Robert W. Alvord