

**RELEASE AND SATISFACTION OF
CONSOLIDATED MORTGAGE OF
SEABOARD COAST LINE RAILROAD COMPANY
DATED AS OF MARCH 15, 1971, AS AMENDED AND SUPPLEMENTED**

This Release and Satisfaction dated as of July 12, 1995, by Chemical Bank (hereinafter, the "Corporate Trustee"), a corporation organized under the laws of the State of New York, as Corporate Trustee, and John T. Generale, as Successor Individual Trustee, as Trustees under the Consolidated Mortgage dated as of March 15, 1971, from Seaboard Coast Line Railroad Company (hereinafter "SCL") to Chemical Bank and L. F. Sadler (hereinafter the "Original Trustees").

WHEREAS, SCL duly executed and delivered its Consolidated Mortgage to the Original Trustees to secure bonds to be issued from time to time thereunder and the original Mortgage has been supplemented from time to time pursuant to various supplemental indentures (hereinafter as amended and supplemented, sometimes called the "Mortgage"); and

WHEREAS, effective December 29, 1982, SCL changed its name to Seaboard System Railroad, Inc. (hereinafter sometimes called "SSR") and effective July 1, 1986, SSR changed its name to CSX Transportation, Inc. (hereinafter sometimes called "CSXT"); and

WHEREAS, CSXT has well and truly paid or caused to be paid the whole amount of the principal monies and premiums, if any, and interest due upon all of the bonds issued pursuant to the Mortgage and secured by the Mortgage and the coupons for interest for the bonds secured by the Mortgage; and

WHEREAS, all obligations of CSXT under the Mortgage have been duly complied with and performed.

NOW, THEREFORE, in consideration of \$1.00 and other valuable consideration:

Chemical Bank, as Corporate Trustee, and John T. Generale, as Successor Individual Trustee, do hereby consent that the Mortgage along with any and all amendments, indentures and supplements be discharged of record in the manner and form authorized or permitted by law; and

FURTHER, they do hereby release, cancel and discharge said Mortgage, as amended and supplemented; and they do hereby release to CSXT, without any recourse, representation, covenant or warranty whatsoever either express or implied, all rights and claims of every character in and to all of the property, both real and personal, including, without limitation, cash, stocks, bonds or other securities made subject to the lien of the Mortgage described herein or covered thereby.

IN WITNESS WHEREOF, Chemical Bank, as Corporate Trustee, has caused this Release and Satisfaction to be executed and acknowledged by one of its Vice Presidents thereunto duly authorized, and its corporate seal to be hereunto affixed and attested by one of its Assistant Secretaries as of the day and year first above written and John T. Generale, as Successor Individual Trustee, has caused this Release and Satisfaction to be executed and acknowledged, as of the day and year first above written.

08/21/1995-22947
01:03 PM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 HCD 13.50

CSX Transportation, Inc.

Inst # 1995-22947

Attest:

Glenn G. McKeever
Assistant Secretary

CHEMICAL BANK, Corporate Trustee

By: F. J. Grippo
Vice-President

Signed and sealed as to Chemical
Bank in the presence of:

B. Kelly

Signed and sealed as to John T.
Generale in the presence of:

L. Respicini

John T. Generale, Individual Trustee

John T. Generale

State of New York)
) SS:
County of New York)

Personally appeared before me, a Notary Public of the State and County aforesaid, F. J. Grippo and Glenn G. McKeever with whom I am personally acquainted, or satisfactorily proven to me by evidence to be, and who, upon oath, acknowledged themselves to be, a Vice-President and Assistant Secretary, respectively, of Chemical Bank, a corporation, the within named Corporate Trustee of the aforesaid Mortgage, and that they as such Vice-President and Assistant Secretary, being authorized to do, executed the foregoing instrument for the purpose therein contained by signing the name of the corporation thereto by their hands as its Vice-President and its Assistant Secretary, attesting and affixing the corporate seal thereto.

IN WITNESS WHEREOF, I hereunto set my hand and official seal this 18th day of July, 1995.

My Commission expires on

JAMES FOLEY
Notary Public, State of New York
No. [REDACTED]
Qualified in New York County
Commission Expires August 31, 1996

James Foley, Seal

State of New York)
) SS:
County of New York)

Personally appeared before me, a Notary Public of the State and County aforesaid, John T. Generale, with whom I am personally acquainted or satisfactorily proven to me by evidence to be the person described in and who executed the foregoing instrument as Successor Individual Trustee of the aforesaid Mortgage, and said John T. Generale duly acknowledged that he signed, sealed, executed, acknowledged and delivered the foregoing instrument as his free and voluntary act and deed for the uses and purposes set forth therein.

IN WITNESS WHEREOF, I hereunto set my hand and official seal this 18th day of July, 1995.

My Commission expires on August 31, 1996
JAMES FOLEY
Notary Public, State of New York
No. 51
Qualified in New York County
Commission Expires August 31, 1996

James Foley, Seal

The foregoing instrument prepared by:

Robert F. Hochwarth
517 Valley View Road
Towson, Maryland 21286

Attorney for
CSX Transportation, Inc.

Inst # 1995-22947