

## AGREEMENT OF TERMINATION AND RELEASE (AL)

THIS AGREEMENT OF TERMINATION AND RELEASE is made and entered into as of July 1, 2001, by and between CSX Transportation, Inc., a Virginia corporation ("CSXT"), RDC Projects, LLC, a Georgia limited liability company ("RDC-LLC"), CSX Realty Development, LLC, a Georgia limited liability company ("CSXR-LLC"), and The Real Estate and Improvement Company of Baltimore City, a Maryland corporation ("REI") (CSXT, RDC-LLC, CSXR-LLC and REI are collectively referred to herein as "Current Owners"), as parties of the first part, and Western Pocahontas Properties Limited Partnership, a Delaware limited partnership ("WPPLP"), as party of the second part.

### Recitals

#### I. CSXT

A. CSXT is the successor in interest by way of merger with certain entities (the "CSXT Merged Corporations") as follows:

1. The Baltimore and Ohio Railroad Company, a Maryland corporation, and being the same entity sometimes referred to as Baltimore and Ohio Railroad Company, which was merged with and into The Chesapeake and Ohio Railway Company, a Virginia corporation, effective April 30, 1987, which in turn was merged with and into CSXT effective September 2, 1987.
2. Western Maryland Railway Company, a Maryland corporation, which was merged with and into CSXT effective January 9, 1988.
3. Maryland and West Virginia Company, a West Virginia Corporation, was merged with and into CSXT effective December 22, 1988.
4. The Schuylkill Improvement Land Company of Philadelphia, a Pennsylvania corporation, which was merged with and into CSXT effective January 9, 1989.
5. Chicago and Indianapolis Coal Company, Inc., an Indiana corporation, which was merged with and into CSXT effective December 14, 1991.
6. Adrian Realty Company, a Pennsylvania corporation, which was merged with and into CSXT effective December 29, 1995.

B. As a result of said mergers and under the laws of the various states of organization of CSXT and the CSXT Merged Corporations, all property, real, personal and mixed belonging to the CSXT Merged Corporations is taken and deemed transferred to and vested in CSXT as the surviving corporation without further act or deed.

## II. RDC Projects, LLC

A. Hooker Projects, Inc., a Georgia corporation ("Hooker"), was the successor in interest by way of merger with a certain entity (the "RDC Merged Corporation") as follows:

1. CSX Minerals, Inc., a Virginia corporation, was merged with and into Hooker on April 7, 1995, which simultaneously changed its name to RDC Projects, Inc., ("RDC").

B. As a result of said merger and name change and under the laws of the states of organization of RDC and the RDC Merged Corporation, Kentucky, Maryland and West Virginia, all property, real, personal and mixed belonging to the RDC Merged Corporation is taken and deemed transferred to and vested in RDC as the surviving corporation without further act or deed.

C. Effective April 25, 1997, RDC ("RDC-LLC") converted from a Georgia corporation to a Georgia limited liability company and changed its name to RDC Projects, LLC, and as a result of said conversion under the laws of the various states, RDC-LLC assumed and possessed all assets, obligations, liabilities, rights and privileges of RDC including the vesting in all property, real or personal.

## III. CSXR-LLC.

A. CSX Realty Development Corporation, a Georgia corporation ("CSXR"), was the successor in interest by way of merger with a certain entity (the "CSXR Merged Corporation") as follows:

1. Mid Allegheny Corporation, a West Virginia corporation, was merged with and into CSXR on October 30, 1995.

B. As a result of said merger and under the laws of the states of organization of CSXR and the CSXR Merged Corporation, all property, real, personal and mixed belonging to the Merged Corporation is taken and deemed transferred to and vested in CSXR as the surviving corporation without further act or deed.

C. Effective April 25, 1997, CSXR converted from a Georgia corporation to a Georgia limited liability company and changed its name to CSX Realty Development, LLC, (being "CSXR-LLC") and as a result of said conversion under the laws of West Virginia and Georgia, CSXR-LLC assumed and possessed all assets, obligations, liabilities, rights and privileges of CSXR, including the vesting in all property, real or personal.

IV. By various conveyances and corrective conveyances listed in the recordation schedule attached hereto and made a part hereof as Exhibit A (separately a "Conveyance" and collectively the "Conveyances"), CSXT, the CSXT Merged Corporations, the RDC Merged Corporation, the CSXR Merged Corporation, and REI (collectively the "Original Sellers") respectively granted, bargained, sold, conveyed and assigned to WPPLP certain real property and related interests more particularly described in the Conveyances.

V. Pursuant to each Conveyance, an Original Seller retained a reversionary interest which was to be effective July 1, 2001, such reversionary interest being an undivided 25%(28% in the case of Mid Allegheny Corporation) interest in the property conveyed by the Conveyance (collectively the "Deferred Interest", as more particularly described in the Conveyances).

VI. In connection with such Conveyances and reservation of the Deferred Interest, the Original Sellers and WPPLP entered into a Deferred Interest Agreement dated as of December 31, 1986 and a First Amendment to Deferred Interest Agreement dated June 1, 1987, each of which are recorded as listed in the recordation schedule attached hereto and made a part hereof as Exhibit B (collectively the "Deferred Interest Agreement").

VII. As a result of the foregoing, the Current Owners are (1) the owners of the "Deferred Interest" and (2) are either parties in and to the Deferred Interest Agreement or successors to the parties to the Deferred Interest Agreement.

VIII. Current Owners have now sold the Deferred Interest as to all property conveyed in the Conveyances listed in the recordation schedule attached hereto as Exhibit A (the "2001 Deferred Interest" and the "2001 Premises").

NOW, THEREFORE, that for and in consideration of the foregoing recitals, which are not mere recitals, but are an integral part hereof, and for other good and valuable consideration, the receipt and sufficiency of all of which are hereby acknowledged, the parties hereto agree as follows:

1. Current Owners acknowledge that they have sold the 2001 Deferred Interest to WPPLP.



2. The Current Owners respectively acknowledge that they no longer have any interest in the 2001 Deferred Interest or the 2001 Premises.
3. The Current Owners further acknowledge that the property described in the Conveyances is no longer subject to the Deferred Interest Agreement.
4. Current Owners and WPPLP hereby agree that the Deferred Interest Agreement is hereby released and terminated and is of no further force and effect, and the Deferred Interest Agreement shall no longer constitute an encumbrance on the 2001 Premises. In furtherance of the foregoing, Current Owners acknowledge and agree that this instrument specifically relinquishes and releases in favor of WPPLP all rights of first refusal contained in the Deferred Interest Agreement.
5. Current Owners warrant to WPPLP that no other party other than Current Owners has any of the rights of the Original Sellers under the Deferred Interest Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement of Termination and Release to be executed by their respective duly authorized representatives all as of the day and year first above written.

CSX TRANSPORTATION, INC.,  
a Virginia corporation

By: Richard C. Sibley  
Richard C. Sibley

Its: Authorized Representative

RDC PROJECTS, LLC,  
a Georgia limited liability company

By: Richard C. Sibley  
Richard C. Sibley

Its: Authorized Representative

CSX REALTY DEVELOPMENT, LLC,  
a Georgia limited liability company

By: Richard C. Sibley  
Richard C. Sibley

Its: Authorized Representative

THE REAL ESTATE AND IMPROVEMENT COMPANY OF  
BALTIMORE CITY,  
a Maryland corporation

By: Richard C. Sibley  
Richard C. Sibley

Its: Authorized Representative

WESTERN POCAHONTAS PROPERTIES LIMITED  
PARTNERSHIP,  
a Delaware limited partnership

By: Western Pocahontas Company,  
a Texas corporation

Its: General Partner

By: Nick Carter  
Nick Carter

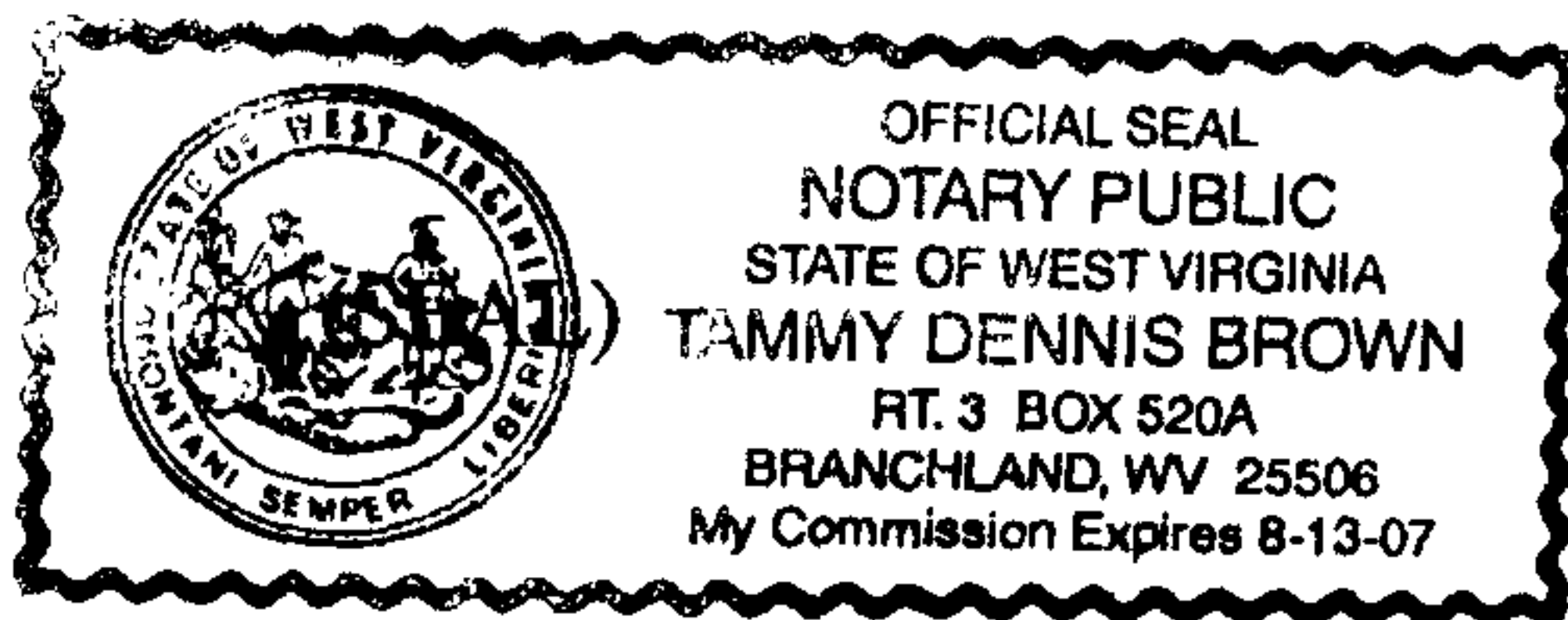
Its President

STATE OF WEST VIRGINIA;

COUNTY OF CABELL; TO-WIT:

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Richard C. Sibley, whose name as Authorized Representative of CSX Transportation, Inc., a Virginia corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day, that being informed of the contents of said instrument, he, as such authorized representative, and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal of office this 2<sup>nd</sup> day of March, 2002.



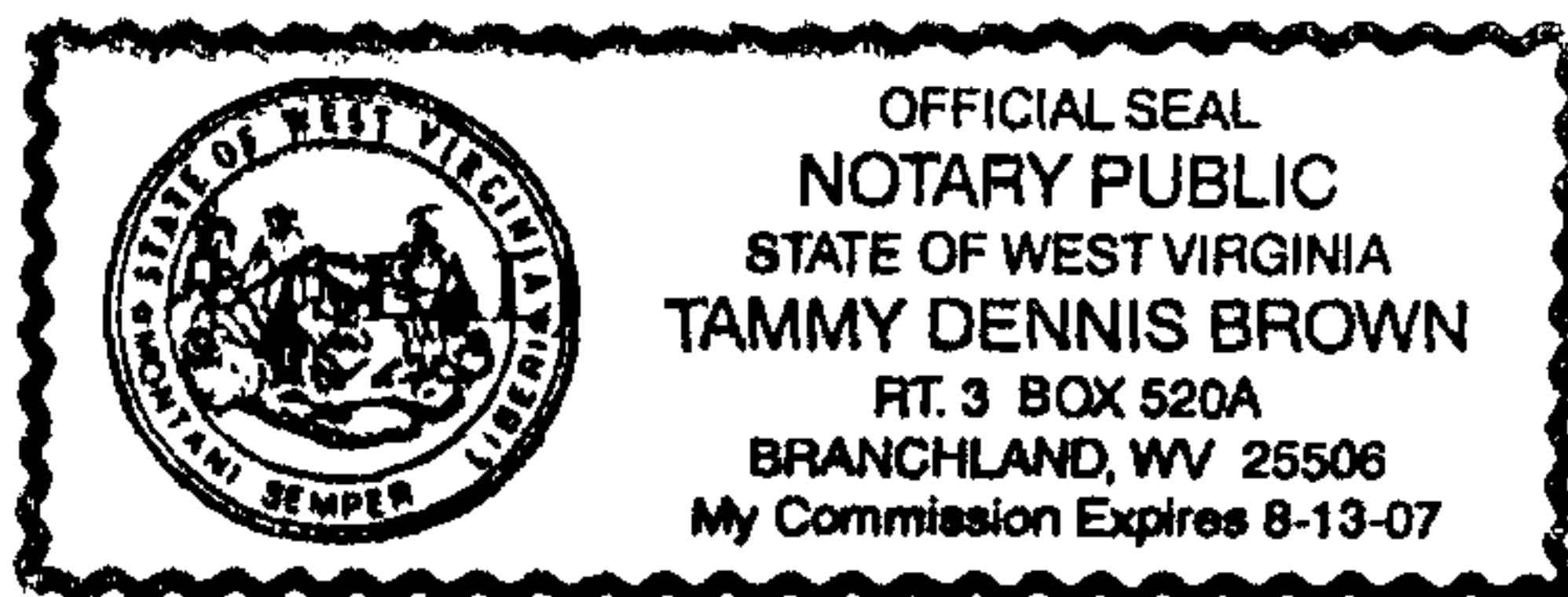
Tammy Dennis Brown  
Notary Public  
My Commission Expires: 8-13-07

STATE OF WEST VIRGINIA;

COUNTY OF CABELL; TO-WIT:

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Richard C. Sibley, whose name as Authorized Representative of RDC Projects, LLC, a Georgia limited liability company, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day, that being informed of the contents of said instrument, he, as such Authorized Representative, and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal of office this 2<sup>nd</sup> day of March, 2002.



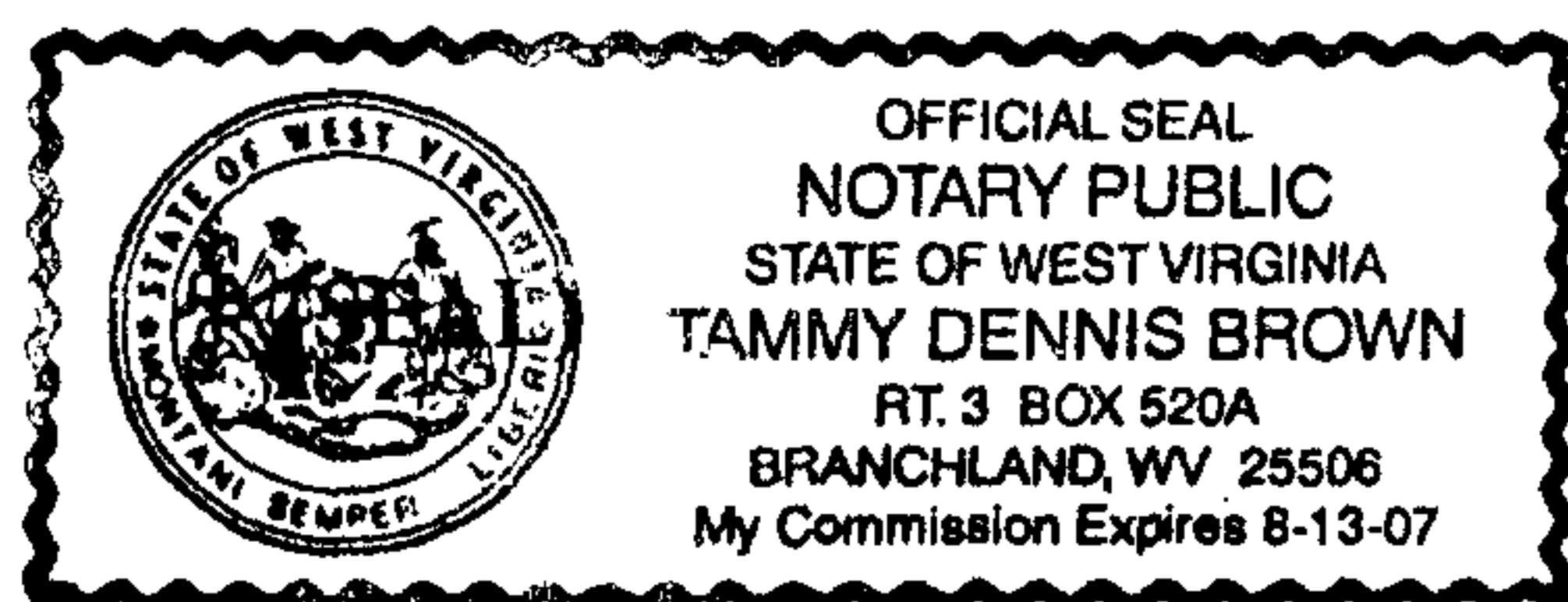
Tammy Dennis Brown  
Notary Public  
My Commission Expires: 8-13-07

STATE OF WEST VIRGINIA;

COUNTY OF CABELL; TO-WIT:

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Richard C. Sibley, whose name as Authorized Representative of CSX Realty Development, LLC, a Georgia limited liability company, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day, that being informed of the contents of said instrument, he, as such Authorized Representative, and with full authority, executed the same voluntarily for and as the act of said limited liability company.

Given under my hand and official seal of office this 7<sup>th</sup> day of March, 2002.



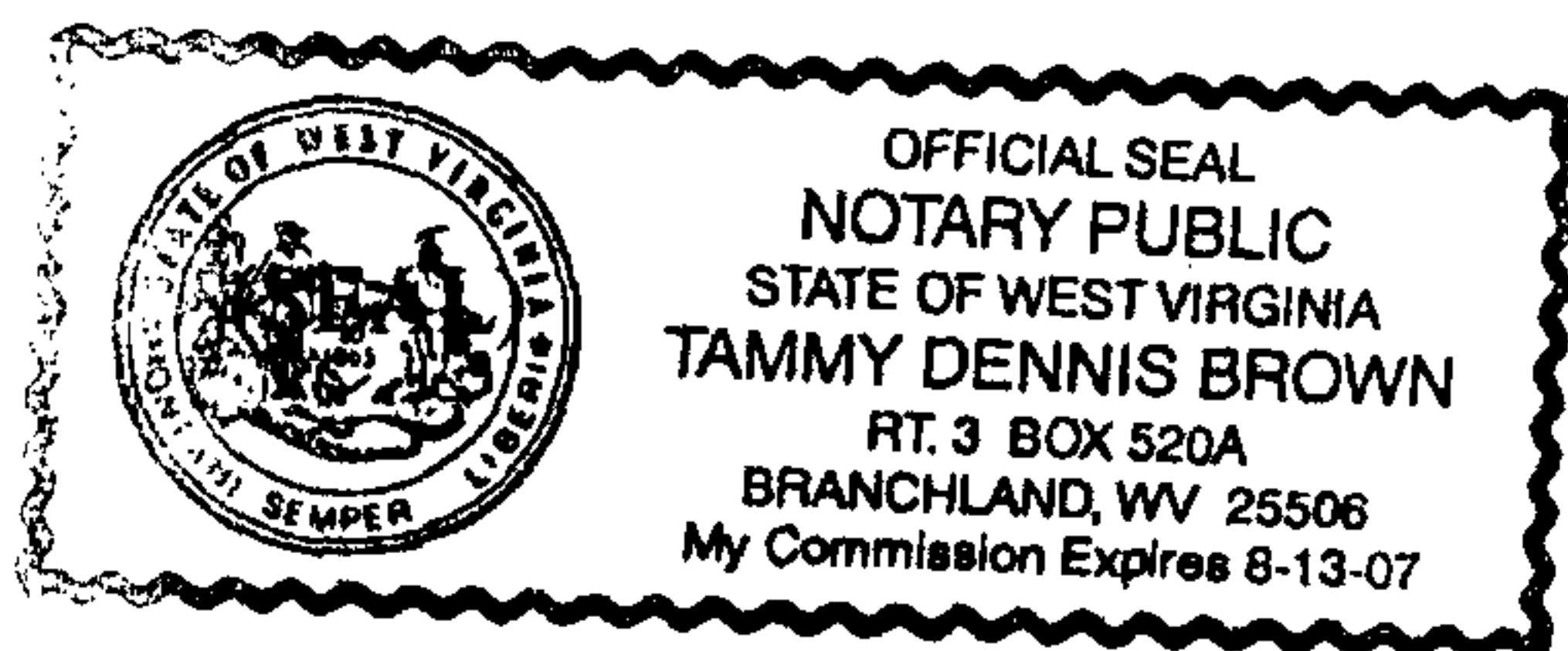
*Tammy Dennis Brown*  
Notary Public  
My Commission Expires: 8-13-07

STATE OF WEST VIRGINIA;

COUNTY OF CABELL; TO-WIT:

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Richard C. Sibley, whose name as Authorized Representative of The Real Estate and Improvement Company of Baltimore City, a Maryland corporation, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day, that being informed of the contents of said instrument, he, as such Authorized Representative, and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal of office this 7<sup>th</sup> day of March, 2002.



*Tammy Dennis Brown*  
Notary Public  
My Commission Expires: 8-13-07

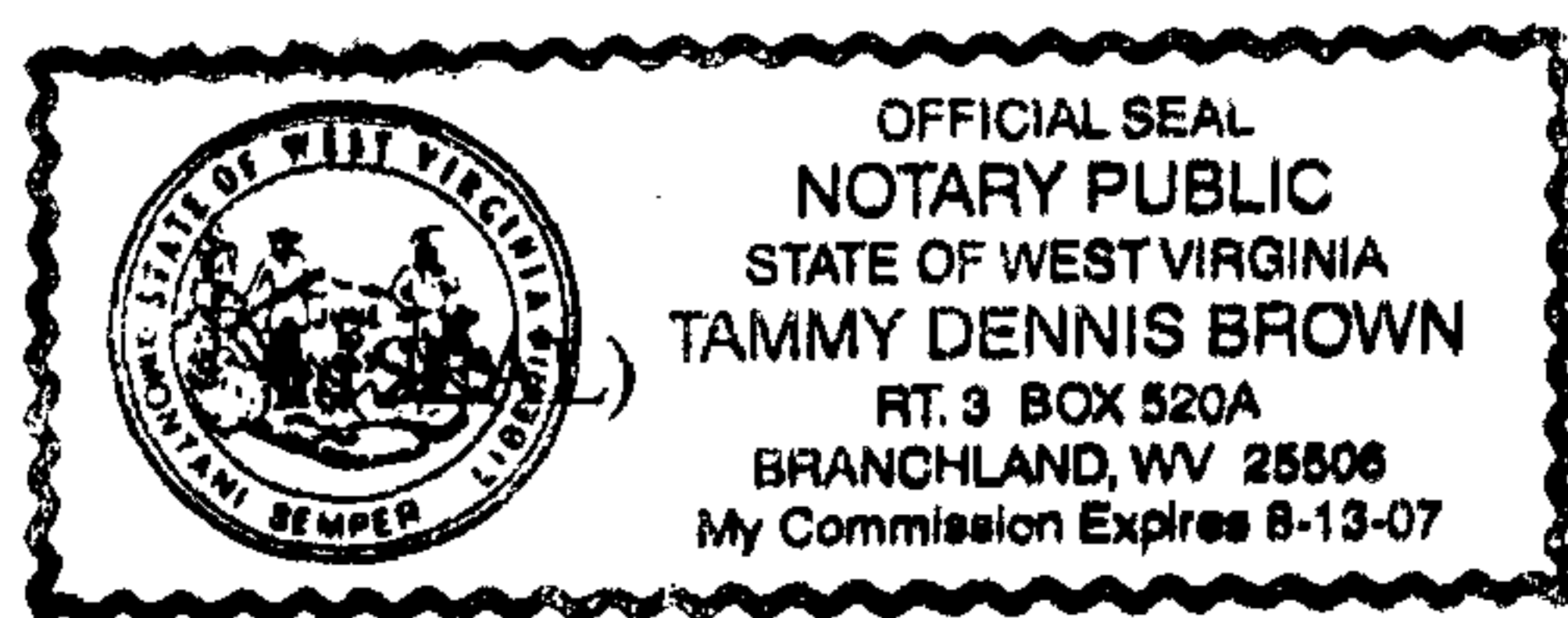


STATE OF WEST VIRGINIA;

COUNTY OF CABELL; TO-WIT:

I, the undersigned, a Notary Public in and for said County in said State, hereby certify that Nick Carter, whose name as President of Western Pocahontas Corporation, a Texas corporation, acting in the corporation's capacity as General Partner of Western Pocahontas Properties Limited Partnership, a Delaware limited partnership, is signed to the foregoing instrument, and who is known to me, acknowledged before me on this day, that being informed of the contents of said instrument, he, as such President, and with full authority, executed the same voluntarily for and as the act of said corporation, acting in its capacity as General Partner of said limited partnership.

Given under my hand and official seal of office this 7<sup>th</sup> day of March, 2002.



Tammy Dennis Brown  
Notary Public  
My Commission Expires: 8-13-07

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This instrument was prepared by:

Thomas H. Gilpin  
Huddleston, Bolen, Beatty, Porter & Copen, LLP  
P.O. Box 2185  
Huntington, West Virginia 25722-2185  
and  
Frank A. Lonegro  
CSX Transportation, Inc., Law Department  
500 Water Street, 14th Floor, J-150  
Jacksonville, Florida 32202-5184



EXHIBIT A TO AGREEMENT OF TERMINATION AND RELEASE  
BETWEEN CSX TRANSPORTATION, INC., RDC PROJECTS, LLC  
CSX REALTY DEVELOPMENT, LLC AND THE REAL ESTATE  
AND IMPROVEMENT COMPANY OF BALTIMORE CITY  
WESTERN POCAHONTAS PROPERTIES  
LIMITED PARTNERSHIP DATED AS OF JULY 1, 2001

Recordation Schedule

ALABAMA

Conveyance, dated December 31, 1986, from CSX Transportation, Inc. to Western  
Pocahontas Properties Limited Partnership, recorded as follows:

<u>State</u>	<u>County</u>	<u>Volume/Page</u>
Alabama	Bibb	123/236
	Blount	17/229
	Chilton	025/886
	Cullman	389/A-1
	Jefferson	3083/870
	Morgan	1207/360
	St. Clair	159/133
	Shelby	112/876
	Tuscaloosa	939/385
	Walker	1283/712

Corrective Conveyances dated November 16, 1990, from CSX Transportation, Inc. to  
Western Pocahontas Properties Limited Partnership, recorded as follows:

<u>State</u>	<u>County</u>	<u>Volume/Page</u>
Alabama	Blount	344/259
	Cullman	404/341
	Jefferson	3963/144
	St. Clair	190/311
	Shelby	328/01
	Walker	1357/489

## INDIANA

Conveyances, dated as of December 31, 1986, from Chicago and Indianapolis Coal Company to Western Pocahontas Properties Limited Partnership, recorded as follows:

<u>State</u>	<u>County</u>	<u>Volume/Page</u>
Indiana	Clay	203/261
	Greene	256/95
	Sullivan	259/331
	Vigo	410/69

Corrective Conveyances dated as of December 31, 1986, from Chicago and Indianapolis Coal Company to Western Pocahontas Properties Limited Partnership, recorded as follows:

<u>State</u>	<u>County</u>	<u>Volume/Page</u>
Indiana	Clay	208/507
	Greene	269/162
	Sullivan	262/535
	Sullivan	267/813 <sup>1</sup>
	Vigo	423/446

Conveyance and Corrective Conveyance dated as of December 31, 1986, from The Real Estate and Improvement Company of Baltimore City to Western Pocahontas Properties Limited Partnership, recorded as follows:

<u>State</u>	<u>County</u>	<u>Volume/Page</u>
Indiana	Parke	168/36
		74/40

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<sup>1</sup> This deed was executed by CSX Transportation, Inc., a Virginia corporation, by virtue of merger effective December 24, 1991.

### KENTUCKY

Deed of Conveyance, dated December 31, 1986, from CSX Minerals, Inc. to Western Pocahontas Properties Limited Partnership, recorded as follows:

<u>State</u>	<u>County</u>	<u>Volume/Page</u>
Kentucky	Breathitt	156/565
	Floyd	307/221
	Knott	139/635
	Magoffin	134/53
	Pike	601/155

### MARYLAND

Deed of Conveyance, dated December 31, 1986 from CSX Minerals, Inc. to Western Pocahontas Properties Limited Partnership, recorded as follows:

<u>State</u>	<u>County</u>	<u>Volume/Page</u>
Maryland	Garrett	488/808

### WEST VIRGINIA

Conveyance, dated December 31, 1986, from The Baltimore and Ohio Railroad Company to Western Pocahontas Properties Limited Partnership, recorded as follows:

<u>State</u>	<u>County</u>	<u>Volume/Page</u>
West Virginia	Marion	871/261

Conveyance, dated December 31, 1986, from Western Maryland Railway Company to Western Pocahontas Properties Limited Partnership, recorded as follows:

<u>State</u>	<u>County</u>	<u>Volume/Page</u>
West Virginia	Randolph	382/333
	Tucker	119/369
	Webster	208/43

WEST VIRGINIA (Continued)

Conveyance dated as of December 31, 1986, from The Real Estate and Improvement Company of Baltimore City to Western Pocahontas Properties Limited Partnership, recorded as follows:

<u>State</u>	<u>County</u>	<u>Volume/Page</u>
West Virginia	Nicholas	317/508

Conveyance, dated December 31, 1986, from Maryland and West Virginia Company to Western Pocahontas Properties Limited Partnership, recorded as follows:

<u>State</u>	<u>County</u>	<u>Volume/Page</u>
West Virginia	Pendleton	118/32

Deed of Conveyance, dated December 31, 1986, from CSX Minerals, Inc. to Western Pocahontas Properties Limited Partnership, recorded as follows:

<u>State</u>	<u>County</u>	<u>Volume/Page</u>
West Virginia	Barbour	318/83
	Boone	182/48
	Clay	143/403
	Fayette	448/535
	Grant	151/168
	Greenbrier	379/67
	Logan	451/177
	Mineral	246/279
	Mingo	288/517
	Nicholas	317/460
	Pocahontas	191/593
	Preston	532/606
	Raleigh	718/304
	Randolph	381/462
	Tucker	118/634
	Wyoming	354/34



WEST VIRGINIA (Continued)

Conveyance, dated December 31, 1986, from Mid Allegheny Corporation to Western Pocahontas Properties Limited Partnership, recorded as follows:

<u>State</u>	<u>County</u>	<u>Volume/Page</u>
West Virginia	Braxton	431/624
	Gilmer	360/708
	Greenbrier	379/111
	Harrison	1170/620
	Lewis	454/328
	Nicholas	317/412
	Pocahontas	191/639
	Webster	208/117
	Wetzel	319/549

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EXHIBIT B TO AGREEMENT OF TERMINATION AND RELEASE  
BETWEEN CSX TRANSPORTATION, INC., RDC PROJECTS, LLC  
CSX REALTY DEVELOPMENT, LLC AND THE REAL ESTATE  
AND IMPROVEMENT COMPANY OF BALTIMORE CITY AND  
WESTERN POCAHONTAS PROPERTIES  
LIMITED PARTNERSHIP DATED AS OF JULY 1, 2001

RECORDATION SCHEDULE FOR THE DEFERRED  
INTEREST AGREEMENT DATED DECEMBER 31, 1986  
(THE "AGREEMENT") AND THE FIRST AMENDMENT TO  
DEFERRED INTEREST AGREEMENT DATED JUNE 1, 1987,  
(THE "AMENDMENT"), EACH BETWEEN CSX TRANSPORTATION,  
INC. AND OTHERS AS SELLERS AND WESTERN POCAHONTAS  
PROPERTIES LIMITED PARTNERSHIP, AS BUYER

<u>COUNTY</u>	<u>AGREEMENT VOL/PAGE</u>	<u>AMENDMENT VOL/PAGE</u>
ALABAMA		
Bibb	127/989	127/1019
Blount	334/451	334/421
Chilton	051/744	051/744
Cullman	Fiche 1213 Frame A1	Fiche 1213 Frame C3
Jefferson	3647/635	3647/665
Morgan	1301/0789	1301/0819
St. Clair	177/78	177/108
Shelby	247/628	247/636
Tuscaloosa	1016/0524	1016/0554
Walker	1330/562	1330/592
INDIANA		
Clay	94/608	94/638
Greene	81/501	81/531
Parke	58/556	58/586
Sullivan	138/445	138/446
Vigo	197/763	197/823

COUNTY

AGREEMENT  
VOL/PAGE

AMENDMENT  
VOL/PAGE

KENTUCKY

Breathitt  
Floyd  
Knott  
Magoffin  
Pike

162/390  
329/262  
149/550  
44/630  
626/696

162/421  
329/247  
149/580  
44/657  
626/687

MARYLAND

Garrett

534/215

534/245

<u>COUNTY</u>	<u>AGREEMENT</u> <u>VOL/PAGE</u>	<u>AMENDMENT</u> <u>VOL/PAGE</u>
WEST VIRGINIA		
Barbour	328/395	328/425
Boone	189/637	189/667
Braxton	446/165	446/195
Clay	149/645	149/675
Fayette	469/571	469/601
Gilmer	377/129	377/114
Grant	163/310	163/340
Greenbrier	296/722	296/752
Harrison	1196/1187	1196/1216
Lewis	475/469	475/498
Logan	467/344	467/329
Marion	885/105	885/90
Mineral	256/350	256/380
Mingo	078/177	078/162
Nicholas	330/113	330/143
Pendleton	124/658	124/688
Pocahontas	204/15	204/45
Preston	549/130	549/160
Raleigh	746/725	746/740
Randolph	399/189	399/219
Tucker	31/203	31/233
Webster	91/623	91/653
Wetzel	69/339	69/326
Wyoming	362/959	362/989