

WHITE & CASE

1747 PENNSYLVANIA AVENUE N.W.

WASHINGTON, D.C. 20006

(202) 872-0013

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1155 AVENUE OF THE AMERICAS, NEW YORK

333 SOUTH HOPE STREET, LOS ANGELES

200 SOUTH BISCAYNE BOULEVARD, MIAMI

20 PLACE VENDÔME, PARIS

66 GRESHAM STREET, LONDON

20-5, ICHIBANCHO, CHIYODA-KU, TOKYO

15 QUEEN'S ROAD CENTRAL, HONG KONG

50 RAFFLES PLACE, SINGAPORE

BIRGER JARLSGATAN 14, STOCKHOLM

CUMHURİYET CADDESİ 12/10, ISTANBUL

ZIYA ÜR RAHMAN CADDESİ 17/5, ANKARA

INTERSTATE COMMERCE COMMISSION

DEC 29 1988 9:45 AM

RECORDATION NO. 15829 A FEB 14 1989

December 29, 1988

Office of the Secretary
Recordations Unit
Room 2303
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

ATTENTION: Ms. Mildred Lee

Dear Ms. Lee:

Enclosed are an original and one certified true copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11303. This document is a Partial Termination Agreement, a secondary document, dated December 29, 1988. The primary document to which this termination agreement is connected is recorded under Recordation No. 1-5829.

The names and addresses of the parties of the documents are as follows:

The Baltimore and Ohio Chicago
Terminal Railroad Company, Lessor
100 North Charles Street
Baltimore, Maryland 21201

CSX Transportation, Inc., Lessee
100 North Charles Street
Baltimore, Maryland 21201

A description of the equipment covered by this document follows:

911 100-ton high-side coal gondola
cars bearing the road numbers
CSXT 380,000 - CSXT 380,906
CSXT 380,911
CSXT 380,913 - CSXT 380,915

12/29/88
13.00
U.S. DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.

*Clara...
Anne...
the*

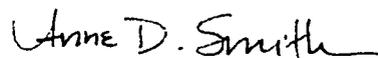
Interstate Commerce Commission
December 29, 1988
Page Two

A filing fee of \$13.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

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

Partial Termination Agreement to
Lease of Railroad Equipment with
Recordation No. 1-5829 dated
December 29, 1988 and covering
911 100-ton high-side coal gondola
cars bearing the road numbers
CSXT 380,000 - CSXT 380,906;
CSXT 380,911; CSXT 380,913 - CSXT 380,915.

Very truly yours,



Anne D. Smith

Enclosures

DEC 29 1988 9:45 am
REGISTRATION NO. 15869-1A
FILED 1988

PARTIAL TERMINATION

WHEREAS, the Baltimore and Ohio Chicago Terminal Railroad Company ("B&OCT") and CSX Transportation, Inc. ("CSXT") have entered into an Agreement of Lease dated as of September 2, 1988 (the "Lease");

WHEREAS, an executed counterpart of the Lease was filed with the Interstate Commerce Commission on September 19, 1988 at 12:15 p.m. (Recordation No. 1-5829);

WHEREAS, the Lease covers, inter alia, 911 100-ton high-side coal gondola cars bearing the Lessee's road numbers CSXT 380,000 - CSXT 380,906, CSXT 380,911, CSXT 380,913 - CSXT 380,915 (hereinafter called the "Coal Cars"); and

WHEREAS, B&OCT and CSXT have agreed to terminate the Lease with respect to the Coal cars as of the date hereof;

NOW THEREFORE, in consideration of the sum of \$1 and other valuable consideration, the undersigned hereby agree that the Coal Cars are no longer Subject to the Lease. Except as provided in this Partial Termination the terms and provisions of the Lease shall remain in full force and effect.

IN WITNESS HEREOF, the undersigned have caused this Partial Termination to be executed as of the 29th day of December, 1988.

Attest:

THE BALTIMORE AND OHIO CHICAGO
TERMINAL RAILROAD COMPANY

By: *R. J. Hochmuth*
Title: Assistant Secretary

By: *A. B. [Signature]*
Title Treasurer

Attest:

CSX TRANSPORTATION, INC.

By: *R. J. Hochmuth*
Title: Assistant Secretary

By: *[Signature]*
Title

AVP & TREASURER - EQUIPMENT UNIT

STATE OF Maryland)
City) : ss.:
COUNTY OF Baltimore)

On this 29th day of December, 1988, before me personally appeared A. B. Aftoora, to be personally known, who, being by me duly sworn, says that he is Treasurer of The Baltimore and Chicago Terminal Railroad Company, that said instrument was signed and sealed 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.

Karen Luebehusen
Notary Public

My Commission Expires: My Commission Expires July 1, 1990

[Notary Seal]

STATE OF Maryland)
City Baltimore : ss.:
COUNTY OF Baltimore)

On this 29th day of December, 1988, before me personally appeared Denis J. Voisard, to be personally known, who, being by me duly sworn, says that he is **AVP & TREASURER - EQUIPMENT UNIT** of CSX Transportation, Inc., that said instrument was signed and sealed 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.

Karen Luehehusen
Notary Public

My Commission Expires: ~~My Commission~~ Expires July 1, 1990

[Notary Seal]