United States
Lease Financing. Inc.

US

733 Front Street
San Francisco, California 94111
(415) 627-9276
Telex: 278031 USLF UR

6095-H

Via Airborne

July 29, 1988

8-215A020

Secretary
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 6095-H Filed 1420

AUG 2 1988 1 25 PM

INTERSTATE COMMERCE COMMISSION

13.00

Attn: Mrs. Mildred Lee, Room 2303

Gentlemen:

Enclosed for recordation under provisions of Section 11303 (formerly 20C) of the Interstate Commerce Act and the regulations promulgated thereunder, as amended, is the original and three counterparts of a Partial Release of an Agreement and Assignment dated as of March 1, 1971 to a Conditional Sale Agreement dated as of March 1, 1971. The Agreement ~~Release~~ and Assignment was filed with the Interstate Commerce Commission on May 17, 1971 and assigned ICC Recordation Number 6095-D.

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

AGENT AND ASSIGNEE	Bank of America, N.T. & S.A. 345 Montgomery Street San Francisco, CA 94104
MANUFACTURER:	The Chessie Corporation 2800 Terminal Tower Cleveland, OH 44101

The general description of the equipment to be released is contained in the Exhibit attached hereto.

The undersigned is knowledgeable of the matters set forth herein.

Enclosed is a remittance in the amount of $13.00 covering the required recording fee.

Please return three copies of the Partial Release to my attention.

Very truly yours,

Walter J. Michael
Walter J. Michael
Treasurer
415/627-9283

WJM/jr
Encl.

ICC OFFICE OF THE SECRETARY
AUG 2 1 16 PM '88
MOTOR OPERATING UNIT

EXHIBIT A

U.S.LEASING CARS = 175

OLD INIT	NUMBER	NEW INIT	NUMBER
CO	62707	CSXT	811928
CO	62715	CSXT	811935
CO	62720	CSXT	811939
CO	62721	CSXT	811940
CO	62724	CSXT	811943
CO	62736	CSXT	811955
CO	62737	CSXT	811956
CO	62746	CSXT	811965
CO	62751	CSXT	811970
CO	62754	CSXT	811972
CO	62761	CSXT	811978
CO	62762	CSXT	811979
CO	62767	CSXT	811984
CO	62769	CSXT	811986
CO	62772	CSXT	811989
CO	62780	CSXT	811996
CO	62782	CSXT	811998
CO	62783	CSXT	811999
CO	62785	CSXT	812001
CO	62786	CSXT	812002
CO	62790	CSXT	812006
CO	62791	CSXT	812007
CO	62805	CSXT	812018
CO	62806	CSXT	812019
CO	62814	CSXT	812026
CO	62816	CSXT	812028
CO	62818	CSXT	812030
CO	62820	CSXT	812032
CO	62822	CSXT	812034
CO	62828	CSXT	812040
CO	62844	CSXT	812056
CO	62846	CSXT	812058
CO	62851	CSXT	812063
CO	62857	CSXT	812068
CO	62862	CSXT	812073
CO	62866	CSXT	812077
CO	62867	CSXT	812078
CO	62874	CSXT	812084
CO	62881	CSXT	812090
CO	62882	CSXT	812091
CO	62884	CSXT	812093
CO	62895	CSXT	812104
CO	62905	CSXT	812114
CO	62912	CSXT	812121
CO	62914	CSXT	812123
CO	62917	CSXT	812126
CO	62925	CSXT	812134
CO	62927	CSXT	812136
CO	62932	CSXT	812141
CO	62933	CSXT	812142
CO	62936	CSXT	812145
CO	62939	CSXT	812148
CO	62940	CSXT	812149
CO	62941	CSXT	812150
CO	62944	CSXT	812153
CO	62945	CSXT	812154
CO	62946	CSXT	812155
CO	62949	CSXT	812158
CO	62951	CSXT	812160
CO	62954	CSXT	812163
CO	62955	CSXT	812164
CO	62968	CSXT	812177
CO	62972	CSXT	812181
CO	62981	CSXT	812190
CO	62995	CSXT	812204
CO	63000	CSXT	812208
CO	63015	CSXT	812222
CO	63022	CSXT	812229
CO	63026	CSXT	812233
CO	63037	CSXT	812244
CO	63050	CSXT	812257
CO	63053	CSXT	812260
CO	63059	CSXT	812266
CO	63062	CSXT	812269
CO	63072	CSXT	812278
CO	63074	CSXT	812280
CO	63084	CSXT	812289
CO	63085	CSXT	812290
CO	63088	CSXT	812293
CO	63109	CSXT	812314
CO	63113	CSXT	812318
CO	63114	CSXT	812319
CO	63120	CSXT	812325
CO	63121	CSXT	812326
CO	63123	CSXT	812328
CO	63124	CSXT	812329
CO	63128	CSXT	812332
CO	63137	CSXT	812341
CO	63140	CSXT	812344
CO	63149	CSXT	812353
CO	63153	CSXT	812357
CO	63154	CSXT	812358
CO	63167	CSXT	812370
CO	63192	CSXT	812394
CO	63193	CSXT	812395
CO	63198	CSXT	812399
CO	63200	CSXT	812401
CO	63202	CSXT	812403
CO	63208	CSXT	812409
CO	63209	CSXT	812410
CO	63210	CSXT	812411
CO	63211	CSXT	812412
CO	63212	CSXT	812413
CO	63218	CSXT	812419

EXHIBIT A

U.S.LEASING

OLD INIT	NUMBER	-	NEW INIT	NUMBER
CO	63225	-	CSXT	812426
CO	63229	-	CSXT	812430
CO	63237	-	CSXT	812438
CO	63245	-	CSXT	812446
CO	63246	-	CSXT	812447
CO	63259	-	CSXT	812459
CO	63263	-	CSXT	812463
CO	63265	-	CSXT	812465
CO	63270	-	CSXT	812470
CO	63276	-	CSXT	812476
CO	63279	-	CSXT	812479
CO	63282	-	CSXT	812482
CO	63290	-	CSXT	812489
CO	63294	-	CSXT	812493
CO	63299	-	CSXT	812498
CO	63306	-	CSXT	812505
CO	63307	-	CSXT	812506
CO	63317	-	CSXT	812516
CO	63320	-	CSXT	812519
CO	63325	-	CSXT	812524
CO	63329	-	CSXT	812528
CO	63332	-	CSXT	812531
CO	63333	-	CSXT	812532
CO	63335	-	CSXT	812534
GO	63336	-	CSXT	812535
CO	63339	-	CSXT	812538
CO	63358	-	CSXT	812555
CO	63359	-	CSXT	812556
CO	63365	-	CSXT	812562
CO	63373	-	CSXT	812570
CO	63386	-	CSXT	812582
CO	63388	-	CSXT	812584
CO	63396	-	CSXT	812592
CO	63398	-	CSXT	812594
CO	63402	-	CSXT	812598
CO	63408	-	CSXT	812604
CO	63423	-	CSXT	812618
CO	63426	-	CSXT	812620
CO	63427	-	CSXT	812621
CO	63429	-	CSXT	812623
CO	63431	-	CSXT	812625
CO	63437	-	CSXT	812631
CO	63451	-	CSXT	812645
CO	63455	-	CSXT	812649
CO	63459	-	CSXT	812653
CO	63463	-	CSXT	812656
CO	63475	-	CSXT	812668
CO	63481	-	CSXT	812674
CO	63482	-	CSXT	812675
CO	63497	-	CSXT	812689
CO	63504	-	CSXT	812695
CO	63508	-	CSXT	812699
CO	63510	-	CSXT	812701
CO	63515	-	CSXT	812705
CO	63535	-	CSXT	812725
CO	63537	-	CSXT	812727
CO	63539	-	CSXT	812729
CO	63551	-	CSXT	812741
CO	63556	-	CSXT	812746
CO	63560	-	CSXT	812750
CO	63562	-	CSXT	812752
CO	63564	-	CSXT	812754
CO	63566	-	CSXT	812756
CO	63574	-	CSXT	812764
CO	63579	-	CSXT	812769
CO	63583	-	CSXT	812772
CO	63594	-	CSXT	812782
CO	63595	-	CSXT	812783
CO	63598	-	CSXT	812786
CO	63600	-	CSXT	812788
CO	63614	-	CSXT	812801

Interstate Commerce Commission

Interstate Commerce Commission
Washington, D.C. 20423

3/2/88

OFFICE OF THE SECRETARY

Walter J. Michael

Treasurer

U.S. Lease Financing, Inc

733 Front St.

San Francisco, Calif. 94111

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/2/88 at 1:25pm, and assigned recordation number(s). 6095-H & 6095-I

Sincerely yours,

Noreta R. McGee

Secretary

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 6095-K Filed 1425

AUG 2 1988-1 22 PM

INTERSTATE COMMERCE COMMISSION

PARTIAL RELEASE OF SECURITY INTEREST

(C & O Trust No. 3)

WHEREAS, the undersigned, BANK OF AMERICA, N.A. and S.A. (the "Assignee") is the holder of a Security Interest in certain Railroad Equipment (the "Equipment") pursuant to an Agreement and Assignment (the "Assignment") dated as of March 1, 1971 among THE CHESSIE CORPORATION and INTERNATIONAL RAMCO, INC. (collectively the "Manufacturers") with the Assignee acting as Agent and Assignee under a Finance Agreement dated as of March 1, 1971; and

WHEREAS, the Manufacturers, D.E. Mundell and Ben Maushardt, not individually, but solely as Trustees (the "Trustees"), United States Leasing International, Inc., as Agent for the Trustees and CSX Transportation, Inc. (successor by merger with CHESAPEAKE AND OHIO RAILWAY COMPANY on September 2, 1977) (the "Railroad"), Railroad entered into a Conditional Sale Agreement dated as of March 1, 1971, (the "Agreement"); and

WHEREAS, pursuant to the Assignment, and except as so limited therein, all rights, title, interest, power privileges and remedies of the Manufacturers in and to the Conditional Sale Agreement and the Equipment described therein were assigned to the Assignee; and

WHEREAS, the Conditional Sale Agreement and Amendments thereto were recorded with the Interstate Commerce Commission on April 7, 1971 and May 17, 1971, respectively and assigned ICC Recordation Numbers 6095 and 6095-B, and the Assignment thereto was filed with the Interstate Commerce Commission on May 17, 1971 and assigned ICC Recordation Number 6095-D; and

WHEREAS, Railroad has determined the Equipment described on Exhibit A attached hereto to be unserviceable for use and final payment has been made to the Assignee for such units AND ONLY SUCH UNITS for those portions of the Certificates of Interest issued by the Assignee; and

WHEREAS, all obligations pertaining to only those units described in the attached Exhibit A, which obligations are stated in the Conditional Sale Agreement thereto have been satisfied; now

WHERETOFORE, for good and valuable consideration the undersigned acknowledges payment in full for the unserviceable Equipment and does further hereby release its Security Interest and all its right, title and interest in and to such Equipment.

Dated: July 28, 1988

(Corporate Seal)

BANK OF AMERICA, N.A. & S.A.
As Agent and Assignee

By: [signature]

Its ASSITANT VICE PRESIDENT

CORPORATE FORM OF ACKNOWLEDGEMENT

State of California)
County of San Francisco) ss:

On this 28th day of July, 1988, before me personally appeared Timothy E. Hammond to me personally known, who being by me sworn, says that he is Asst. Vice President of Bank of America NT & SA, that the seal affixed to the foregoing instrument is the seal of said entity, 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.

Notary Public

(SEAL)

My commission expires: 1-1-90

EXHIBIT A

U.S.LEASING CARS = 175

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CO	62707 -	CSXT 811928
CO	62715 -	CSXT 811935
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CO	62762 -	CSXT 811979
CO	62767 -	CSXT 811984
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CO	62780 -	CSXT 811996
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