

Counterparts - Edward M. Zund

ALVORD AND ALVORD

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RECORDATION NO. 21863-A

FILED

DEC 30 '98

10-55 AM

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

OF COUNSEL
URBAN A LESTER

December 30, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Lease, dated December 30, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Interim User Agreement which was previously filed with the Board under Recordation Number 21863.

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

Lessor: General Electric Company
2901 East Lake Road
Erie, PA 16531

Lessees: The Baltimore and Ohio Chicago
Terminal Railroad Company
CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

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

three (3) locomotives CSXT 342 - CSXT 344

Mr. Vernon A. Williams
December 30, 1998
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg
Enclosures

DEC 30 '98 10-55 AM

PARTIAL TERMINATION OF LEASE

THIS PARTIAL TERMINATION OF LEASE, is made as of the 30th day of December, 1998, by and among General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), CSX Transportation, Inc., a Virginia corporation ("CSXT"), and The Baltimore and Ohio Chicago Terminal Railroad Company, an Illinois corporation ("Railroad").

WHEREAS, GE, CSXT and Railroad are parties to an Assignment and Interim User Agreement dated as of November 13, 1998 (the "Lease"); and

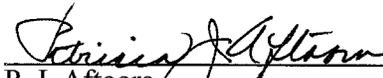
WHEREAS, GE, CSXT and Railroad now desire to terminate and cancel the Lease solely with respect to three of the 25 diesel electric locomotives covered thereby;

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad, CSXT and GE, intending to be legally bound, agree as follows:

1. Railroad, CSXT and GE hereby terminate and cancel the Lease, effective December 30, 1998, but solely, with respect to the following equipment: Three General Electric Company Model AC4400 Diesel Electric Locomotives bearing Road Numbers 342-344 (inclusive) (hereinafter, the "Terminated Equipment").

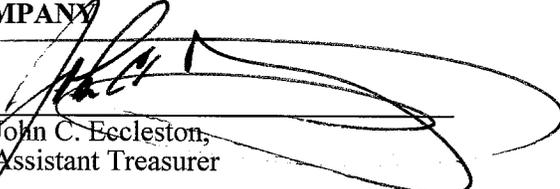
IN WITNESS WHEREOF, Railroad, CSXT and GE have each caused this Partial Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

Attest:



P. J. Aftoora,
Corporate Secretary

**THE BALTIMORE AND OHIO
CHICAGO TERMINAL RAILROAD
COMPANY**

By: 

John C. Eccleston,
Assistant Treasurer

Attest:



M. J. Baughman,
Attesting Secretary

GENERAL ELECTRIC COMPANY

By: 

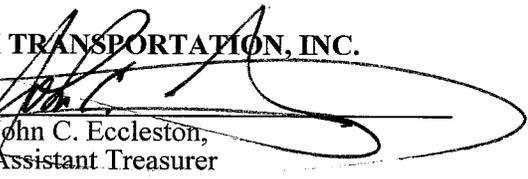
Joseph W. Dziedzic, Manager Global
Commercial Finance

Attest:



P. J. Aftoora,
Corporate Secretary

CSX TRANSPORTATION, INC.

By: 

John C. Eccleston,
Assistant Treasurer

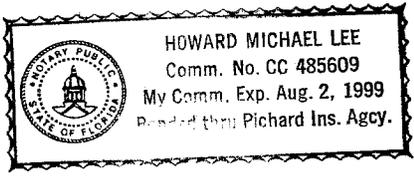
State of Florida }
County of Duval }

On this 14th day of December, 1998, before me personally appeared John C. Eccleston, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of The Baltimore and Ohio Chicago Terminal Railroad Company, that the foregoing instrument was executed 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.

[NOTARIAL SEAL] Howard Michael Lee
Notary Public

My Commission expires:

State of Florida }
County of Duval }

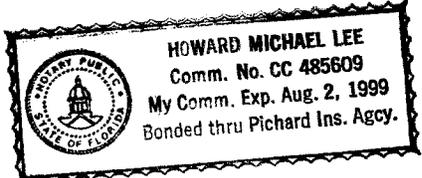


On this 14th day of December, 1998, before me personally appeared John C. Eccleston, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of CSX Transportation, Inc., that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL] Howard Michael Lee
Notary Public

My Commission expires:

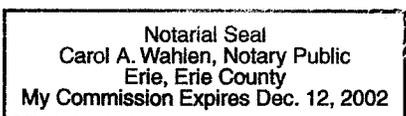
Commonwealth of Pennsylvania }
County of Erie }



On this 9th day of December, 1998, before me personally appeared Joseph W. Dziejdzic, to me personally known, who, being by me duly sworn, says that he is Manager, Global Commercial Finance of General Electric Company's Transportation Systems Business Operation, that the foregoing instrument was executed 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.

[NOTARIAL SEAL] Carol A. Wahlen
Notary Public

My Commission expires:



Member, Pennsylvania Association of Notaries