

Betty J. Jara
Secretary

RECORDATION No 21863-B FILED
FEB 17 '99 3:45 PM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

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

OF COUNSEL
URBAN A. LESTER

February 15, 1999

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 three (3) copies of a Termination of Lease, dated as of February 16, 1999, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Assignment and Interim User Agreement which as 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, Pennsylvania 16531

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

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

Twenty-two (22) locomotives 345 through 366

Mr. Vernon A. Williams
February 9, 1999
Page 2

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 stamped copies of the enclosed document to the undersigned.

Very truly yours,

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

Robert W. Alvord

RWA/bg
Enclosures

TERMINATION OF LEASE

RECORDATION NO. 21863-B FILED FEB 17 1999 3:45 PM

THIS TERMINATION OF LEASE, is made as of the 16th day of February, 1999, 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"), a memorandum of which was filed with the Surface Transportation Board and given recordation number 21863; and

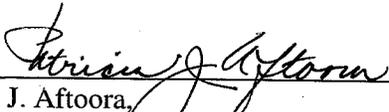
WHEREAS, GE, CSXT and Railroad now desire to terminate and cancel the Lease with respect to the 22 diesel electric locomotives remaining covered thereby;

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:

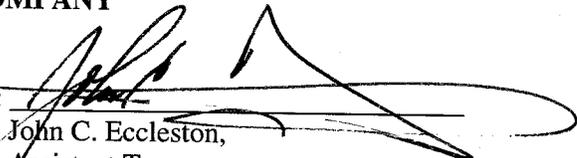
1. Railroad, CSXT and GE hereby terminate and cancel the Lease, effective February 16, 1999, but solely, with respect to the following equipment: Twenty-two General Electric Company Model AC4400 CW Diesel Electric Locomotives bearing Road Numbers 345-366 (inclusive) (hereinafter, the "Terminated Equipment").

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

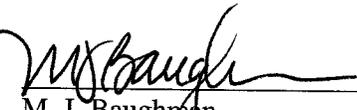
Attest:


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

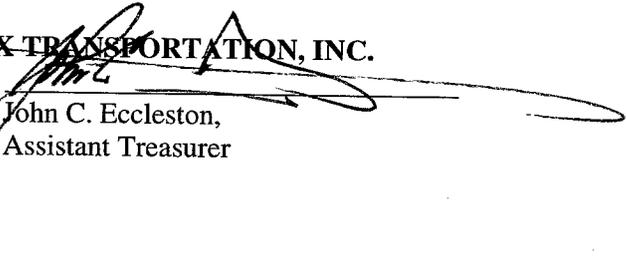
GENERAL ELECTRIC COMPANY

By: 
Stephen F. Angel, General Manager

Attest:


P. J. Aftoora,
Corporate Secretary

CSX TRANSPORTATION, INC.

By: 
John C. Eccleston,
Assistant Treasurer

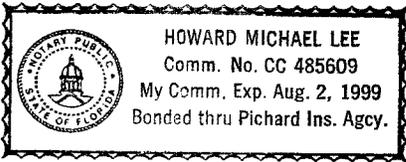
State of Florida }
County of Duval }

On this ___ day of February, 1999, 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: 8/2/1999

State of Florida }
County of Duval }

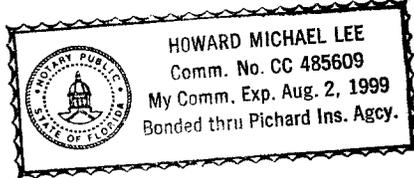


On this ___ day of February, 1999, before me personally appeared John C. Eccleston, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of CSX Transportation, Inc., that the foregoing instrument was executed on behalf of said corporation by authority of its Board 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: 8/2/1999

Commonwealth of Pennsylvania }
County of Erie }



On this 4th day of February, 1999, before me personally appeared Stephen F. Angel, to me personally known, who, being by me duly sworn, says that he is General Manager 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:

