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OF COUNSEL  
URBAN A. LESTER

April 30, 1999

RECORDATION NO. 21865-A FILED

MAY 5 '99 1-15PM

*Jim Bartman*  
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, dated April 29, 1999, 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 21865.

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

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

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

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

Twenty-four (24) locomotives numbered 603 through 626

Mr. Vernon A. Williams  
April 30, 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 one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "R. Alvord", with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/bg  
Enclosures

**PARTIAL TERMINATION OF LEASE** MAY 5 '99 1-15 PM

THIS PARTIAL TERMINATION OF LEASE, is made the 29th day of April, 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 December 7, 1998 (the "Lease"), a memorandum of which was filed with the Surface Transportation Board and given recordation number 21865; and

WHEREAS, GE, CSXT and Railroad now desire to terminate and cancel the Lease, but solely with respect to the twenty-four diesel electric locomotives covered thereby and bearing road numbers 603-626, inclusive;

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 April 30, 1999, but solely, with respect to the following equipment: Twenty-four General Electric Company Model AC6000 CW Diesel Electric Locomotives bearing Road Numbers 603-626 (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.

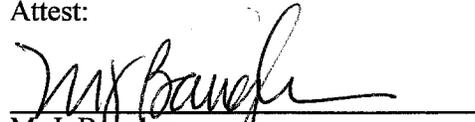
Attest:

  
P. J. Aftoora,  
Corporate Secretary

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

By:   
Denis J. Voisard,  
Assistant Treasurer

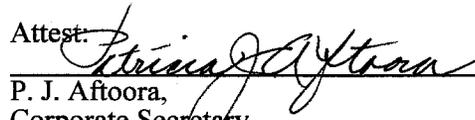
Attest:

  
M. J. Baughman,  
Attesting Secretary

**GENERAL ELECTRIC COMPANY**

By:   
Joseph W. Dziegie, Manager

Attest:

  
P. J. Aftoora,  
Corporate Secretary

**CSX TRANSPORTATION, INC.**

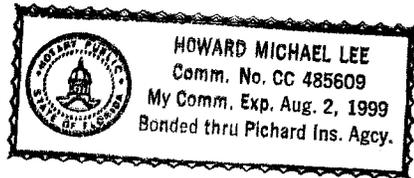
By:   
Denis J. Voisard,  
Assistant Treasurer

State of Florida }  
                                  }  
County of Duval }

On this 23<sup>rd</sup> day of April, 1999, before me personally appeared Denis J. Voisard, 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: 8/2/99



State of Florida }  
                                  }  
County of Duval }

On this 23<sup>rd</sup> day of April, 1999, before me personally appeared Denis J. Voisard, 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: 8/2/99



Commonwealth of Pennsylvania }  
  }  
County of Erie }

On this 25<sup>th</sup> day of April, 1999, before me personally appeared Joseph W. Dzedzic, 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:

