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June 14, 1999

RECORDATION NO. 21865-B FILED

JUN 15 '99 10-30AM

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 Termination of Lease, dated June 14, 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:

Ten (10) locomotives numbered 627 through 636

#3546

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,

Robert W. Alvord

RWA/bg
Enclosures

RECORDATION NO. 21865-B FILED

JUN 15 '99 10-30AM

TERMINATION OF LEASE

THIS TERMINATION OF LEASE, is made the 14th day of June, 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;

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 June 15, 1999, with respect to the following equipment: Ten General Electric Company Model AC6000 CW Diesel Electric Locomotives bearing Road Numbers 627-636 (inclusive).

2. Having previously partially terminated the Lease with respect to locomotives bearing Road Numbers 603-626, effective with this Termination of Lease, the Lease is terminated with respect to all 34 locomotives originally covered thereby.

IN WITNESS WHEREOF, Railroad, CSXT and GE have each caused this Termination of Lease to be duly executed by their authorized officers 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
Denis J. Voisard,
Assistant Treasurer

Attest:

M. J. Baughman,
Attesting Secretary

GENERAL ELECTRIC COMPANY

By: Joseph W. Dziedzic
Joseph W. Dziedzic, Manager

Attest:

P. J. Aftoora,
Corporate Secretary

CSX TRANSPORTATION, INC.

By: Denis J. Voisard
Denis J. Voisard,
Assistant Treasurer

State of Florida }
}
County of Duval }

On this 11TH day of June, 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

HOWARD MICHAEL LEE
Comm. No. CC 485609
My Comm. Exp. Aug. 2, 1999
Bonded thru Pichard Ins. Agcy.

State of Florida }
}
County of Duval }

On this 11TH day of June, 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

HOWARD MICHAEL LEE
Comm. No. CC 485609
My Comm. Exp. Aug. 2, 1999
Bonded thru Pichard Ins. Agcy.

Commonwealth of Pennsylvania }
}
County of Erie }

On this 14th day of June, 1999, before me personally appeared Joseph W. Dziedzic, to me personally known, who, being by me duly sworn, says that he is 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:

Notarial Seal
Carol A. Wahlen, Notary Public
Erie, Erie County
My Commission Expires Dec. 12, 2002
Member, Pennsylvania Association of Notaries