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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

March 30, 1995

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

19246-A
MAR 30 1995 11:05 AM
RECORDATION SECTION

LICENSING SECTION
MAR 30 11 02 AM '95

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are four (4) copies of a Partial Termination of Lease, dated as of March 30, 1995, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Interim User Agreement, dated as of February 10, 1995, which was duly filed under Recordation Number 19246.

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

Lessor: General Electric Company
2910 East Lake Road
Erie, Pennsylvania 16531

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

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

Forty-three (43) diesel electric locomotives CSXT 31 - CSXT 73

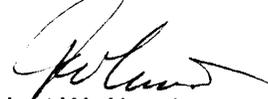
Country Photo - Geo L

Mr. Vernon A. Williams
March 30, 1995
Page 2

Also enclosed is a check in the amount of \$21.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return three stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

PARTIAL TERMINATION OF LEASE

RECORDATION NO. 19246-A
FILED 1995
MAR 30 1995 10:05 AM
U.S. DEPARTMENT OF COMMERCE

THIS PARTIAL TERMINATION OF LEASE, made as of the 30th day of March, 1995, by and among General Electric Company, a New York corporation acting through its Transportation Systems Business Operations ("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 Interim User Agreement dated as of February 10, 1995 (the "Lease"); and

WHEREAS, a Memorandum of the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") pursuant to 49 U.S.C. Section 11303, on February 17, 1995, at 10:05 a.m. and given Recordation Number 19246; and

WHEREAS, GE, CSXT and Railroad desire to terminate and cancel the Lease solely with respect to the equipment described herein and to record such termination and cancellation with the ICC;

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:

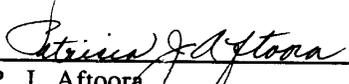
1. Railroad, CSXT and GE hereby terminate and cancel the Lease, effective March 30, 1995, solely with respect to the following equipment: 43 General Electric Company Diesel Electric Model AC 4400 Locomotives bearing Road Numbers 31-73, inclusive (hereinafter, the "Terminated Equipment").
2. The parties agree to record this Partial Termination of Lease with the ICC so as to release GE's lien against the Terminated Equipment.
3. This Partial Termination of Lease may be executed by the parties in one or more counterparts (or upon separate signature pages

bound together in one or more counterparts) which together shall constitute but one and the same instrument.

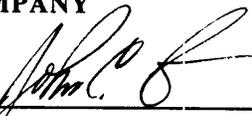
IN WITNESS WHEREOF, Railroad, CSXT and GE have each caused this Partial Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

Attest:

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



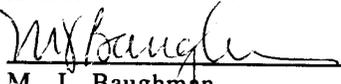
P. J. Aftora,
Corporate Secretary

By: 

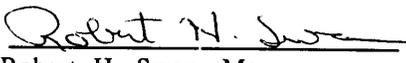
John C. Eccleston,
Assistant Treasurer

Attest:

GENERAL ELECTRIC COMPANY



M. J. Baughman,
Attesting Secretary

By: 

Robert H. Swan, Manager
Transportation Finance Operation

Attest:

CSX TRANSPORTATION, INC.



P. J. Aftora,
Corporate Secretary

By: 

John C. Eccleston,
Assistant Treasurer

State of Florida }
County of Duval }

On this 22ND day of March, 1995, before me personally appeared John C. Eccleston, to me personally known, who, being duly sworn, did say that he is Assistant Treasurer of The Baltimore and Ohio Chicago Terminal Railroad Company, that the foregoing instrument was signed on behalf of such 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 such corporation.

Howard Michael Lee

Notary Public

My commission expires: July 28, 1995

HOWARD MICHAEL LEE
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires July 28, 1995
Commission No. CC 131234

Commonwealth of Pennsylvania }
County of Erie }

On this 24th day of March, 1995, before me personally appeared Robert H. Swan to me personally known, who, being duly sworn, did say that he is Manager, Transportation Finance Operation of General Electric Company, that the foregoing instrument was signed on behalf of such 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 such corporation.

Carol A. Wahlen

Notary Public

My commission expires:

Notarial Seal
Carol A. Wahlen, Notary Public
Erie, Erie County
My Commission Expires Dec. 12, 1998
Member, Pennsylvania Association of Notaries

State of Florida }
County of Duval }

On this 22ND day of March, 1995, before me personally appeared John C. Eccleston, to me personally known, who, being duly sworn, did say that he is Assistant Treasurer of CSX Transportation, Inc., that the foregoing instrument was signed on behalf of such 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 such corporation.

Howard Michael Lee

Notary Public

My commission expires: July 28, 1995

HOWARD MICHAEL LEE
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires July 28, 1995
Commission No. CC131234