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OF COUNSEL  
URBAN A. LESTER

19246-B  
JUN 8 1995 11:25 AM  
RECORDED

June 8, 1995

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

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 June 8, 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 terminates 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:

JUN 8 1995 11:25 AM  
LIBRARY

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-two (42) diesel electric locomotives CSXT 74 - CSXT 115

*John*

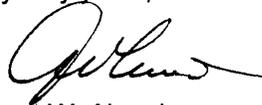
*Counterparts -*

Mr. Vernon A. Williams  
June 8, 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

19246-B  
JUN 8 10:05 AM

**TERMINATION OF LEASE**

THIS TERMINATION OF LEASE, is made as of the 8th day of June, 1995, 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 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, a Partial Termination of the Lease was duly filed for recordation with the ICC on March 30, 1995, at 11:05 a.m. and given Recordation Number 19246-A; and

WHEREAS, GE, CSXT and Railroad now desire to terminate and cancel the Lease with respect to all of the equipment which was not covered by said Partial Termination, thereby canceling the Lease in its entirety, 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 June 8, 1995, with respect to the following equipment: 42 General Electric Company Diesel Electric Model AC 4400 Locomotives bearing Road Numbers 74-115, inclusive (hereinafter, the "Terminated Equipment"), thereby terminating the Lease in its entirety.

2. The parties agree to record this Termination of Lease with the ICC so as to release GE's lien against the Terminated Equipment.

3. This Termination of Lease may be executed by the parties in one or more counterparts (or upon separate signature pages

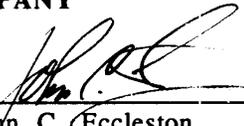
bound together in one or more counterparts) which together shall constitute but one and the same instrument.

IN WITNESS WHEREOF, Railroad, CSXT and GE have each caused this 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

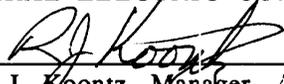
**THE BALTIMORE AND OHIO  
CHICAGO TERMINAL RAILROAD  
COMPANY**

By:   
\_\_\_\_\_  
John C. Eccleston,  
Assistant Treasurer

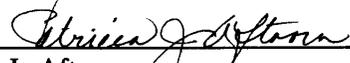
Attest:

  
\_\_\_\_\_  
M. J. Baughman,  
Attesting Secretary

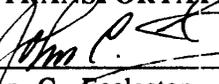
**GENERAL ELECTRIC COMPANY**

By:   
\_\_\_\_\_  
R. J. Koontz, Manager, Americas  
Proposals

Attest:

  
\_\_\_\_\_  
P. J. Aftoora,  
Corporate Secretary

**CSX TRANSPORTATION, INC.**

By:   
\_\_\_\_\_  
John C. Eccleston,  
Assistant Treasurer

State of Florida )  
 )  
County of Duval )

On this 7th day of June, 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.

Joyce Ann Dolan  
Notary Public

My commission expires:



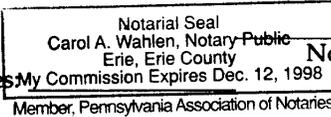
JOYCE ANN DOLAN  
Comm. No. CC 421765  
My Comm. Exp. Jan. 9, 1999  
Bonded thru Richard Ins. Agcy.

Commonwealth of Pennsylvania )  
 )  
County of Erie )

On this 1st day of June, 1995, before me personally appeared R. J. Koontz to me personally known, who, being duly sworn, did say that he is Manager, Americas Proposals 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 7th day of June, 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.

Joyce Ann Dolan  
Notary Public

My commission expires:



JOYCE ANN DOLAN  
Comm. No. CC 421765  
My Comm. Exp. Jan. 9, 1999  
Bonded thru Richard Ins. Agcy.