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United States  
Lease Financing, Inc.

US

615 Battery Street, 5th Floor  
Mailing Address:  
P.O. Box 3985  
San Francisco, California 94119  
(415) 627-9276  
Fax: (415) 398-7029

September 17, 1990

Secretary  
Interstate Commerce Commission  
12th and Constitution Avenue, NW  
Washington, DC 20423

Attention: Mrs. Mildred R. Lee, Room 2303

Dear Mrs. Lee:

RECORDATION NO. 6095-0  
FILED MS

SEP 18 1990 - 10:00 AM  
INTERSTATE COMMERCE COMMISSION

Enclosed for recordation under provisions of Section 11303 (formerly 20C) of the Interstate Commerce Act and the regulations promulgated thereunder, as amended, is the original and three counterparts of a Partial Release and Satisfaction of Lease Extension Agreement which is a supplement to the Extension Agreement. The Lease Extension Agreement was recorded with the Interstate Commerce Commission on September 22, 1989 and assigned ICC Recordation Number 6095-0.

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

LESSOR/TRUSTEE: Trust Company for USL, Inc.  
733 Front Street  
San Francisco, CA 94111

AGENT: United States Leasing International, Inc.  
733 Front Street  
San Francisco, CA 94111

LESSEE: CSX Transportation, Inc.  
successor by merger to  
Chesapeake and Ohio Railway Company  
100 N. Charles Street  
Baltimore, MD 21201

The undersigned is knowledgeable of the matters set forth herein.

Enclosed is a remittance in the amount of \$15.00 to cover the required recording fee.

Please return three recorded copies to my attention.

Very truly yours,

*Walter J. Michael*  
Walter J. Michael  
Secretary  
415/627-9283

WJM/jr  
Encl.

Interstate Commerce Commission  
Washington, D.C. 20423

9/18/90

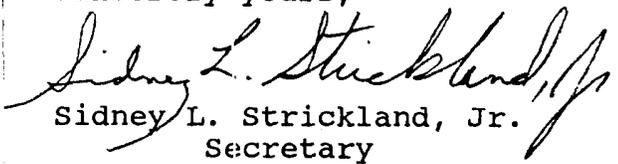
OFFICE OF THE SECRETARY

Walter J. Michael  
Secretary  
U.S. Lease Financing Inc.  
615 Battery St 5th Fl.  
San Francisco, Calif. 94119

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/18/90 at 10:30am, and assigned recordation number(s). 6095-P

Sincerely yours,

  
Sidney L. Strickland, Jr.  
Secretary

RECORDATION NO. 6095-P  
FILED 1990

SEP 18 1990 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

PARTIAL RELEASE AND SATISFACTION OF LEASE EXTENSION AGREEMENT  
(C & O Trust No. 3 ICC Rec. No. 6095-0)

WHEREAS, under a Lease Extension Agreement (the "Extension") dated as of April 1, 1989 among Trust Company for USL, Inc., as successor Trustee (the "Lessor") under a Trust Agreement dated as of March 1, 1971, as amended, United States Leasing International, Inc., as Agent for the Lessor (the "Agent") and CSX Transportation, Inc. (successor by merger to the Chesapeake and Ohio Railway Company on September 2, 1977) as Lessee (the "Lessee") Lessor and Lessee extended for a period of time the Lease of Railroad Equipment dated as of March 1, 1971 under which Lessee acquired the possession and use of the Railroad Equipment (the "Equipment") described in the Lease and

WHEREAS, the Lessee has determined the Equipment described on Exhibit A attached hereto to be unserviceable for use and has made settlement for the Equipment involved;

NOW THEREFORE, for good and valuable consideration received the Lessor hereby relinquishes all right, title and interest to the Equipment declared to be unserviceable and does hereby relinquish all title and interest in and to that particular equipment and does hereby consent that such equipment AND ONLY SUCH EQUIPMENT be released and discharged of record.

The Equipment Lease was recorded with the Interstate Commerce Commission on April 7, 1971 and assigned ICC Recordation Number 6095-A. The Lease Extension Agreement was recorded with the Interstate Commerce Commission on September 22, 1989 and assigned ICC Recordation Number 6095-0.

IN WITNESS WHEREOF, the undersigned has executed this Release on this 17th day of September, 1990.

(Corporate Seal)

Trust Company for USL, Inc., as Trustee

By: *Kesau Akerman*  
President

(Corporate Seal)

United States Leasing International, Inc.,  
Agent for the Trustee

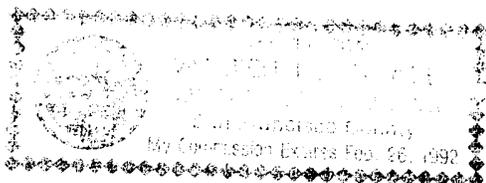
By: *Kesau Akerman*  
Assistant Vice President

CORPORATE FORM OF ACKNOWLEDGEMENT

State of California     )  
                                  ss:  
County of San Francisco )

On this 17th day of September, 1990, before me personally appeared Desa Wakeman, to me personally known, who being by me sworn, says that she is President of Trust Company for USL, Inc., that the seal affixed to the foregoing instrument is the seal of said entity, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Walter J. Michael  
Notary Public



(SEAL)

My commission expires: February 26, 1992



6095-P

EXHIBIT A

Thirty-three (33) 100-Ton Open Top Hopper Cars

∞ 62704	∞ 62729
∞ 62726	∞ 63340
∞ 62742	∞ 63008
∞ 62778	∞ 62759
∞ 62787	∞ 62812
∞ 62900	∞ 63096
∞ 63111	∞ 63190
∞ 63151	∞ 63416
∞ 63161	
∞ 63183	
∞ 63277	
∞ 63293	
∞ 63309	
∞ 63315	
∞ 63354	
∞ 63367	
∞ 63387	
∞ 63458	
∞ 63474	
∞ 63483	
∞ 63505	
∞ 63520	
∞ 63609	
∞ 63643	
∞ 63673	

C & O Trust No. 3  
Lease Extension Agreement

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

SCHEDULE B - LEASE EXTENSION

The Casualty Values of an Item of Equipment payable on any Fixed Rental Payment Date:

<u>Fixed Rental Payment Date on which Casualty Value is Paid (Payment in Lieu of Fixed Rent Payment)</u>	<u>Casualty Value Payable Per Item Applicable To</u>	
	<u>Hopper Cars</u>	<u>Cabooses</u>
07/01/89	4,620	3,000
01/01/90	4,496	3,000
07/01/90	4,366	3,000
01/01/91	4,229	3,000
07/01/91	4,086	3,000
01/01/92	3,935	3,000
07/01/92	3,777	3,000
01/01/93	3,611	3,000
07/01/93	3,437	3,000
01/01/94	3,373	3,000
07/01/94	3,305	3,000
01/01/95	3,235	3,000
07/01/95	3,160	3,000
01/01/96	3,082	3,000
07/01/96	3,000	3,000