



Michael J. Baughman

General Electric Company
2901 East Lake Road, Erie, PA 16531
814-875-3044 Fx 814-875-2724

January 26, 1996

VIA FEDERAL EXPRESS

0100950012

19915-New

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

RECEIVED
JAN 30 10 15 AM '96
OFFICE OF SECRETARY

Subject: Recordation of Locomotive Lease

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11301 and the regulations thereunder, are duplicate originals of a Memorandum of Interim User Agreement ("Locomotive Lease"), dated January 22, 1996, between General Electric Company ("Lessor"), CSX Transportation, Inc., and The Baltimore and Ohio Chicago Terminal Railroad Company ("Lessees"), a primary document.

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

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

LESSEES: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

and

The Baltimore and Ohio Chicago
Terminal Railroad Company
500 Water Street
Jacksonville, Florida 32202

14915-A

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

Counter Parts - Elsworth

March 18, 1996

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

MAR 18 2 05 PM '96

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies each of a Partial Termination of Lease dated as of March 17, 1996, a primary 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 19915.

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

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

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

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

thirty (30) locomotives CSXT 116 and CSXT 118 through CSXT 146, inclusive.

Mr. Vernon A. Williams
March 18, 1996
Page 2

Also enclosed is a check in the amount of \$21.00 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

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

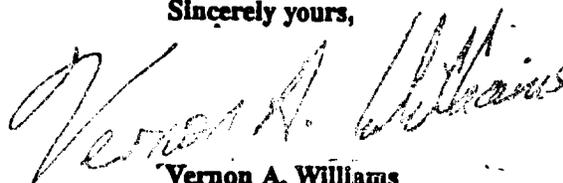
3/18/96

Robert W. Alvord
Alvord And Alvord
918 Sixteenth St., NW., Ste. 200
Washington, DC., 20006-2973

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 3/18/96 at 2:10PM, and assigned recordation number(s). 19977,18265-B and 19915-A.

Sincerely yours,

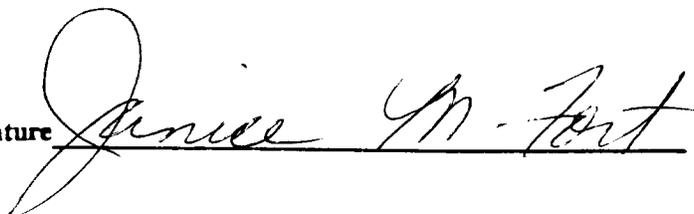


Vernon A. Williams
Secretary

Enclosure(s)

\$ 63.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19915-A

PARTIAL TERMINATION OF LEASE

THIS PARTIAL TERMINATION OF LEASE, is made as of the 17th day of March, 1996, 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 January 22, 1996 (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 January 30, 1996, at 10:20 a.m. and given Recordation Number 19915; and

WHEREAS, GE, CSXT and Railroad now desire to terminate and cancel the Lease solely with respect to 30 of the 82 diesel electric locomotives covered thereby, and to record such partial termination and cancellation with the ICC;

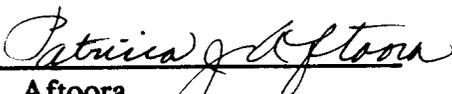
NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Railroad, CSXT and GE, intending to be legally bound, agree as follows:

1. Railroad, CSXT and GE hereby terminate and cancel the Lease, effective March 17, 1996, but solely, with respect to the following equipment: 30 General Electric Company Model AC 4400 Diesel Electric Locomotives bearing Road Numbers 116 and 118-146 (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.

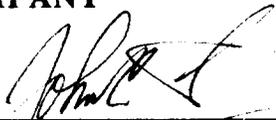
IN WITNESS WHEREOF, Railroad, CSXT and GE have each caused this Partial Termination of Lease to be duly executed by their authorized officers as of the day and year first above written.

Attest:



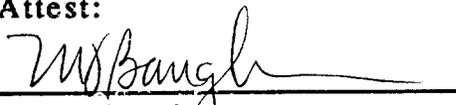
P. J. Aftoora,
Corporate Secretary

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

By: 

John C. Eccleston,
Assistant Treasurer

Attest:



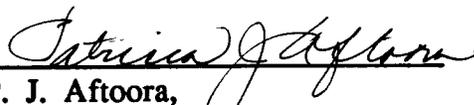
M. J. Baughman,
Attesting Secretary

GENERAL ELECTRIC COMPANY

By: 

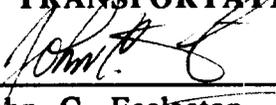
R. J. Koontz, Manager

Attest:



P. J. Aftoora,
Corporate Secretary

CSX TRANSPORTATION, INC.

By: 

John C. Eccleston,
Assistant Treasurer

State of Florida }
County of Duval }

On this 13th day of March, 1996, 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:



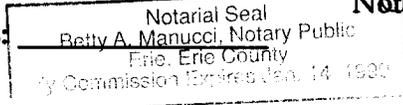
Commonwealth of Pennsylvania }
County of Erie }

On this 11th day of March, 1996, before me personally appeared R. J. Koontz to me personally known, who, being duly sworn, did say that he is Manager 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.

Betty A. Manucci

Notary Public

My commission expires:



State of Florida }
County of Duval }

On this 13th day of March, 1996, 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: _____

