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

OF COUNSEL
URBAN A. LESTER

18103-D

MAR 22 1993

COMMUNICATIONS SECTION

3-081A022

March 22, 1993

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

18103-D

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) duly executed and acknowledged copies of a Memorandum of a Partial Termination of Lease, dated as of March 17, 1993, 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 January 7, 1993 and the Memorandum of Lease duly filed and recorded with the Commission on January 25, 1993 under Recordation Number 18103.

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

Lessor: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16513

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

Counterparts - [Signature]

MAR 22 2 39 PM '93
NOTICE OF RECORDING UNIT

Mr. Sidney L. Strickland, Jr.
March 22, 1993
Page Two

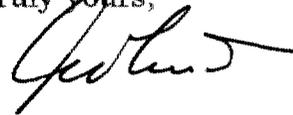
A description of the railroad equipment covered by the enclosed document
is:

twenty-five (25) Dash 8-40CW locomotives bearing CSXT
road marks and numbered 7846 and 7853-7876,
inclusive.

Also enclosed is a check in the amount of \$16.00 payable to the order of the
Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to
Robert W. Alvord, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W.,
Washington, D.C. 20006.

Very truly yours,



Robert W. Alvord

RWA/bg
Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

3/22/93

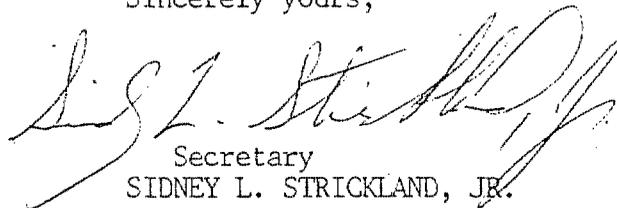
OFFICE OF THE SECRETARY

Robert W. Alvord
Alvord And Alvord
918 16th Street, NW.
Ste. 200
Washington, DC. 20006-2973

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions
of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303,
on 3/22/93 at 2:35PM, and assigned
recordation number(s). 18171, 18172, 18172-A, 18103-D

Sincerely yours,



Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

3/22/93

18103-D

18103-D

PARTIAL TERMINATION OF LEASE

THIS PARTIAL TERMINATION OF LEASE, made as of the 17th day of March, 1993 by and among General Electric Company, a New York corporation acting through its Transportation Systems Business Operation ("GE"), CSX Transportation, Inc., a corporation of the Commonwealth of Virginia ("CSXT") and The Baltimore and Ohio Chicago Terminal Railroad Company, a corporation of the State of Illinois ("Railroad").

WHEREAS, GE, CSXT and Railroad are parties to an Interim User Agreement dated as of January 7, 1993 (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 25, 1993, at 10:15 a.m. and given Recordation Number 18103; and

WHEREAS, GE, CSXT and Railroad desire to terminate and cancel the Lease with respect to the equipment described therein and 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:

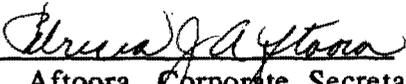
1. Railroad, CSXT and GE hereby terminate and cancel the Lease, effective March 17, 1993, with respect to the following equipment: Twenty-five (25) General Electric Company Diesel Electric Model Dash 8-40CW Locomotives bearing Road Numbers 7846 and 7853 - 7876, inclusive (hereinafter, the "Terminated 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.

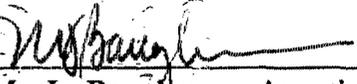
Attest


P. J. Aftoora, Corporate Secretary

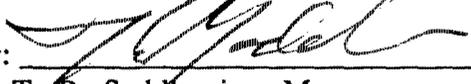
THE BALTIMORE AND OHIO
CHICAGO TERMINAL RAILROAD
COMPANY

By: 
A. B. Aftoora, Treasurer

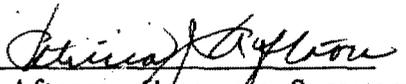
Attest


M. J. Baughman, Attesting Secretary

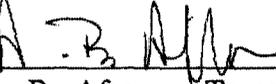
GENERAL ELECTRIC COMPANY

By: 
T. P. Saddlemire, Manager
Transportation Systems
Finance Operation

Attest


P. J. Aftoora, Corporate Secretary

CSX TRANSPORTATION, INC.

By: 
A. B. Aftoora, Treasurer

Commonwealth of Pennsylvania }
County of Erie }

On this 12th day of March, 1993, before me personally appeared T. P. Saddlemire, to me personally known, who, being duly sworn, did say that he is Manager, North Transportation Systems 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.

Notary Seal
Carla A. Warner, Notary Public
Erie County
My Comm. Expires Dec. 12, 1994
Notary Public
Carla A. Warner

My commission expires: _____

State of Florida }
County of Duval }

On this 17th day of March, 1993, before me personally appeared A. B. Aftora, to me personally known, who, being duly sworn, did say that he is 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.

Notary Public, State of Florida
My Comm. Exp. July 28, 1996
Bonded thru PICHARD Ins. Agency
Notary Public
Howard Michael

My commission expires: _____

State of Florida }
County of Duval }

On this 17th day of March, 1993, before me personally appeared A. B. Aftora to me personally known, who, being duly sworn, did say that he is 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.

Notary Public
Howard Michael

My commission expires: _____

Notary Public, State of Florida
My Comm. Exp. July 28, 1996
Bonded thru PICHARD Ins. Agency