RECORDATION NO. 7771-J FILED

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SURFACE TRANSPORTATION BOARD

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January 22, 2004

Honorable Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

Dear Secretary Williams:

I have enclosed the original and one certified copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is an Instrument of Lease Termination, a secondary document, dated as of January 14 2004. The primary document to which this is connected is recorded under Recordation No. 7771. We request that one copy of this document be recorded under Recordation No. 7771-J.

The names and addresses of the parties to the Instrument of Lease Termination are:

Lessor:

Locomotive Leasing Partners, L.L.C., successor by assignment to GATX Third Aircraft Corporation
Four Embarcadero Center, Suite 2200
San Francisco, CA 94111

Lessee:

CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 32202

A description of the equipment covered by the Instrument of Lease Termination consists of five 2000 h.p. SD-38-2 locomotives numbered CSXT 2450-2454, inclusive, 10 1500 h.p. MP-15 locomotives numbered CSXT 1140-1149, inclusive, and 19 2250 h.p. U-23-B locomotives numbered CSXT 3304-3324, inclusive.

A fee of $ 30.00 is enclosed. Please return the original to:

Louis E. Gitomer
Of Counsel
Ball Janik LLP
Suite 225
1455 F Street, N.W.
Washington, DC 20005

A short summary of the document to appear in the index follows: an Instrument of Lease Termination between Locomotive Leasing Partners, L.L.C., successor by assignment to GATX Third Aircraft Corporation, Four Embarcadero Center, Suite 2200, San Francisco, CA 94111, and CSX Transportation, Inc., 500 Water Street, Jacksonville, FL 32202, covering five 2000 h.p. SD-38-2 locomotives numbered CSXT 2450-2454, inclusive, 10 1500 h.p. MP-15 locomotives numbered CSXT 1140-1149, inclusive, and 19 2250 h.p. U-23-B locomotives numbered CSXT 3304-3324, inclusive.

Very Truly Yours,

Louis E. Gitomer

Enclosures

INSTRUMENT OF LEASE TERMINATION (the "INSTRUMENT"), dated as of January 14, 2004, between Locomotive Leasing Partners, L.L.C. ("LLP"), as successor by assignment to GATX Third Aircraft Corporation, as lessor, and CSX Transportation, Inc. ("CSXT"), as lessee

WITNESSETH

WHEREAS, a Lease of Railroad Equipment dated as of December 1, 1974 between the Louisville and Nashville Railroad Company ("L&N"), as lessee, and the Exchange National Bank of Chicago (the "Exchange Bank"), as lessor, was recorded on January 13, 1975 at the Interstate Commerce Commission (the "ICC") under Recordation No. 7771 for five 2000 h.p. SD-38-2 locomotives numbered LN 4500-4504, inclusive, 10 1500 h.p. MP-15 locomotives numbered LN 5030-5039, inclusive, and 20 2250 h.p. U-23-B locomotives numbered LN 2805-2824, inclusive;

WHEREAS, an Amendment Agreement dated as of February 1, 1975 between Exchange Bank and L&N was recorded on February 19, 1975 at the ICC under Recordation No. 7771-A restating the entire Lease of Railroad Equipment;

WHEREAS, an Assignment of Lease and Agreement dated as of December 1, 1974 between Exchange Bank and American National Bank and Trust Company of Chicago ("American National"), as agent-vendor, was recorded on February 21, 1975 at the ICC under Recordation No. 7771-B;

WHEREAS, a Second Amendment Agreement dated as of August 1, 1975 among American National, Exchange Bank, and L&N was recorded on May 13, 1976 at the ICC under Recordation No. 7771-C to adjust the rental and casualty values;

WHEREAS, a Third Amendment Agreement dated as of December 1, 1975 among American National, Exchange Bank, and L&N was recorded on May 13, 1976 at the ICC under Recordation No. 7771-D to adjust extend the term of the lease and the rental and casualty values;

WHEREAS, an Agreement of Partial Release dated as of December 15, 1978 between American National and Exchange Bank was recorded on February 26, 1979 at the ICC under Recordation No. 7771-E to terminate the lease of the locomotive numbered LN 2818;

WHEREAS, an Amendment Agreement dated as of November 16, 1987 among CSX Transportation, Inc. ("CSXT"), as successor by merger of L&N, Exchange Bank and American National was recorded on January 12, 1988 at the ICC under Recordation No. 7771-F to correct two dates in the Third Amendment Agreement;

WHEREAS, an Assignment and Assumption Agreement dated December 31, 1991 between Ford Motor Credit Company, as seller, and GATX Capital Corporation, as buyer, was recorded on January 16, 1992 at the ICC under Recordation No. 7771-G and renumbered the equipment from five 2000 h.p. SD-38-2 locomotives numbered LN 4500-4504, inclusive, to CSXT 2450-2454, inclusive, respectively, 10 1500 h.p. MP-15 locomotives numbered LN 5030-

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locomotives numbered LN 2805-2817, inclusive, and 2819-2824, inclusive, to CSXT 3304-3324, inclusive, respectively;

WHEREAS, an Instrument of Lien Release, Lease Assignment, Trust Termination and Bill of Sale dated as of May 31, 1993 among American National, LaSalle National Bank of Chicago ("LaSalle") (successor to Exchange Bank), GATX Capital Corporation ("GATX") (successor-in-interest to American Road Equity Corporation, successor-in-interest to Ford Motor Credit Co.), and CSXT was recorded on June 15, 1993 at the ICC under Recordation No. 7771-H whereby LaSalle assigned its rights, title and interest under the Lease of Railroad Equipment, as amended, to GATX, and American National sold its right, title and interest in the Locomotives to GATX;

WHEREAS, Amendment No. 4 to Lease of Railroad Equipment dated April 22, 1994 between CSXT and GATX Third Aircraft Corporation, successor-in-interest to Exchange Bank, was recorded on January 4, 1995 at the ICC under Recordation Nos. 7771-I, 7772-C, and 7814-C to amend certain provisions of the Lease of Railroad Equipment.

WHEREAS, the Lease of Railroad Equipment, Amendment Agreement, Assignment of Lease and Agreement, Second Amendment Agreement, Third Amendment Agreement, Agreement of Partial Release, Amendment Agreement dated as of November 16, 1987, Assignment and Assumption Agreement, Instrument of Lien Release, Lease Assignment, Trust Termination and Bill of Sale, and Amendment No. 4 to Lease of Railroad Equipment, are collectively referred to as the "Lease Documents."

WHEREAS, CSXT and LLP desire to execute this INSTRUMENT to evidence for the public record the satisfaction and release of all of the obligations of CSXT and rights of BALC to five 2000 h.p. SD-38-2 locomotives numbered CSXT 2450-2454, inclusive, 10 1500 h.p. MP-15 locomotives numbered CSXT 1140-1149, inclusive, and 19 2250 h.p. U-23-B locomotives numbered CSXT 3304-3324, inclusive (the "Equipment") under the Lease Documents.

NOW, THEREFORE, in consideration of the premises:

CSXT and LLP do hereby acknowledge and confirm for the public record the satisfaction and release of all rights and obligations arising under the Lease Documents with respect to the Equipment.

IN WITNESS WHEREOF, CSXT and LLP have executed or caused this Instrument to be executed as of the date first above written.

LOCOMOTIVE LEASING PARTNERS, L.L.C.

By: _____

Its: President - Business Operations

CSX TRANSPORTATION, INC.

By: _____

Its: Director - Lease Finance

State of California )
)
County of San Francisco )

On January 21, 2004 before me, Nicholette Maris, Notary Public, personally appeared Eileen Raphael, personally known to me, or proved to me on the basis of satisfactory evidence, to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

Nicholette Maris
Notary Public
My Commission Expires: May 17, 2007

See Attached

STATE OF _____ )
)ss:
COUNTY OF _____ )

On this __ day of January 2004, before me personally appeared _____, to me personally known, who being by me duly sworn, did say that he is an Authorized Officer of GATX Third Aircraft Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

_____
Notary Public
My Commission Expires:

STATE OF Florida )
)ss:
COUNTY OF Duval )

On this 14th day of January 2004, before me personally appeared Evan T. Bell, to me personally known, who being by me duly sworn, did say that he is an Authorized Officer of CSX Transportation, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation; that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors; and that he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)

Kathryn A. Sharpe
Notary Public
My Commission Expires:

Kathryn A. Sharpe
MY COMMISSION EXPIRES
October 25, 2005
#DD056227
Bonded thru
Troy Fain-Insurance
NOTARY PUBLIC, STATE OF FLORIDA

CERTIFICATION

I, Louis E. Gitomer, have compared this copy to the original Instrument of Lease Termination dated as of January 14 2004, and found the copy to be complete and identical in all respects to the original document. I declare under penalty of perjury that the foregoing is true and correct.

Louis E. Gitomer
January 22, 2004