

RECORDATION NO. 22398-B FILED

OCT 27 '00

10-59 AM
75

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A. LESTER

October 26, 2000

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination of Lease, dated as of October 16, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed relates to the Assignment and Interim User Agreement which was previously filed with the Board under Recordation Numbers ~~22397~~ and 22398.

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

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

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

Mr. Vernon A. Williams
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A description of the railroad equipment covered by the enclosed document is:

22 locomotives CSXT 676 -CSXT 697

A short summary of the document to appear in the index follows:

Partial Termination of Lease between General Electric Company,
Lessor, The Baltimore and Ohio Chicago Terminal Railroad and
CSX Transportation, Inc., Lessees, covering 22 locomotives CSXT
676 -CSXT 697.

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

PARTIAL TERMINATION OF LEASE

THIS PARTIAL TERMINATION OF LEASE, is made as of the 16th day of October, 2000, 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 Assignment and Interim User Agreement dated August 16, 1999, (as amended, the "Lease"), a memorandum of which was filed with the Surface Transportation Board and given recordation number 22398; and

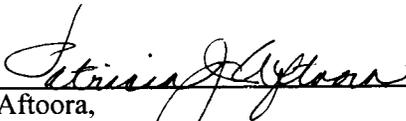
WHEREAS, GE, CSXT and Railroad now desire to terminate and cancel the Lease as to a portion of the locomotives covered thereby;

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:

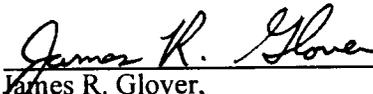
1. Railroad, CSXT and GE hereby terminate and cancel the Lease, effective October 17, 2000, but solely with respect to the following equipment: Twenty-two General Electric Company Model AC6000 CW Diesel Electric Locomotives bearing Road Numbers 676-697 (inclusive).

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

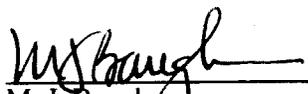
Attest:


P. J. Aftoora,
Corporate Secretary

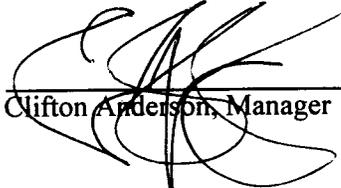
**THE BALTIMORE AND OHIO
CHICAGO TERMINAL RAILROAD
COMPANY**

By: 
James R. Glover,
Assistant Treasurer

Attest:


M. J. Baughman,
Attesting Secretary

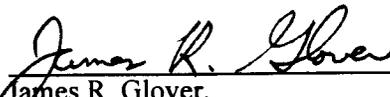
GENERAL ELECTRIC COMPANY

By: 
Clifton Anderson, Manager

Attest:


P. J. Aftoora,
Corporate Secretary

CSX TRANSPORTATION, INC.

By: 
James R. Glover,
Assistant Treasurer

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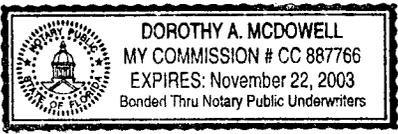
OCT 27 '00 , 10-59 AM

SURFACE TRANSPORTATION BOARD

State of Florida }
County of Duval }

On this 10th day of October, 2000, before me personally appeared James R. Glover, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of The Baltimore and Ohio Chicago Terminal Railroad Company, that the foregoing instrument was executed on behalf of said 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 said corporation.

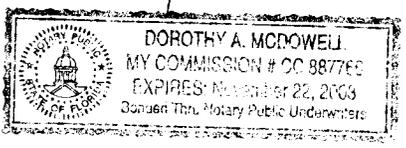
[NOTARIAL SEAL] Dorothy A. McDowell
Notary Public

My Commission expires: 

State of Florida }
County of Duval }

On this 12th day of October, 2000, before me personally appeared James R. Glover, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of CSX Transportation, Inc., that the foregoing instrument was executed on behalf of said 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 said corporation.

[NOTARIAL SEAL] Dorothy A. McDowell
Notary Public

My Commission expires: 

Commonwealth of Pennsylvania }
County of Erie }

On this 5th day of October, 2000, before me personally appeared Clifton Anderson, to me personally known, who, being by me duly sworn, says that he is Manager of General Electric Company's Transportation Systems Business Operation, that the foregoing instrument was executed on behalf of said 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 said corporation.

[NOTARIAL SEAL] Carol A. Wahlen
Notary Public

My Commission expires: 