



One James Center
Richmond, Virginia 23219
Telephone: (804) 782-1593

LOUIS G. RECHER
Assistant General Counsel

February 16, 1993

RECORDATION NO. 18103 A
FILED 1425

FEB 18 1993 3:10 PM

INTERSTATE COMMERCE COMMISSION

Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

Dear Mr. Strickland:

On behalf of CSX Transportation, Inc. ("CSXT"), enclosed for filing and recordation under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are two (2) counterparts of a Partial Termination of Lease, dated as of February 1, 1993, not previously recorded, among General Electric Company, CSXT and The Baltimore and Ohio Chicago Terminal Railroad Company. Equipment covered by the above agreement consists of six (6) Dash 8-40CW locomotives, bearing road numbers CSXT 7847 - 7852, inclusive. The above agreement partially terminates the Interim User Agreement, dated as of January 7, 1993, among the same parties and covering the same plus additional equipment, a Memorandum of which was recorded with the Commission on January 25, 1993, at 10:15 a.m., and assigned Recordation Number 18103.

The names and addresses of the parties are as follows:

General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16531

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

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

Each unit of equipment has been marked "CSX Transportation, Inc." or "CSXT", or in some other appropriate manner, and also has been marked with one of the road numbers set forth above.

Enclosed is a check in the amount of \$16.00 in payment of the filing fee.

Once this filing has been made, please return to the undersigned the time-stamped copy of the agreement not needed for your files, together with a time-stamped copy of this letter of transmittal (which is attached for your convenience), the fee receipt and a copy of the letter from the Interstate Commerce Commission acknowledging the filing.

Thanking you in advance for your assistance, I am

Very truly yours,

A handwritten signature in cursive script, appearing to read "Louis H. Reed", with a long horizontal flourish extending to the right.

LGR/df

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

2/19/93

OFFICE OF THE SECRETARY

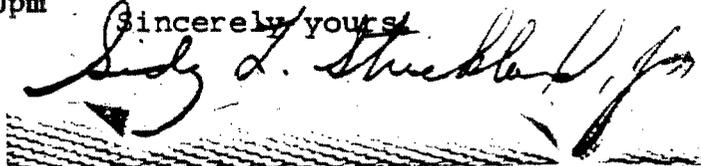
Louis G. Recher
Assistant General Counsel
CSX Corp.
One James Center
Richmond VA. 23219

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/18/93 at 3:10pm, and assigned recordation number(s) 18103-A

2/18/93

3:10pm

Sincerely yours,



Secretary

SIDNEY L. STRICKLAND, JR.

Enclosure(s)

SE-30
(7/79)

RECORDATION NO. 18103-A
FEB 18 1993 3:10 PM
INTERSTATE COMMERCE COMMISSION

EXECUTED IN 2 COUNTERPARTS

OF WHICH THIS IS NO. 2

PARTIAL TERMINATION OF LEASE

THIS PARTIAL TERMINATION OF LEASE, made as of the 1st day of February, 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:

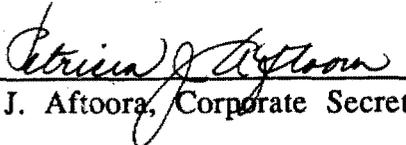
1. Railroad, CSXT and GE hereby terminate and cancel the Lease, effective February 1, 1993, with respect to the following equipment: Six (6) General Electric Company Diesel Electric Model Dash 8-40CW Locomotives bearing Road Numbers 7847 - 7852, inclusive (hereinafter, the "Terminated Equipment").

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.

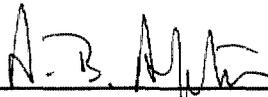
3. This Partial Termination of Lease may be executed by the parties in one or more counterparts (or upon separate signature pages bound together in one or more counterparts) which together shall constitute but one and the same instrument.

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.

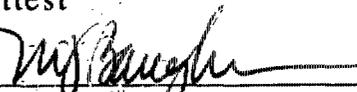
Attest


P. J. Aftoora, Corporate Secretary

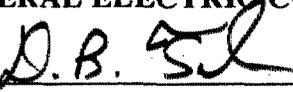
**THE BALTIMORE AND OHIO
CHICAGO TERMINAL RAILROAD
COMPANY**

By: 
A. B. Aftoora, Treasurer

Attest


M. J. Baughman, Attesting Secretary

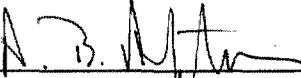
GENERAL ELECTRIC COMPANY

By: 
D. B. Tucker, General Manager
North American Locomotive
Marketing, Sales & Service

Attest


P. J. Aftoora, Corporate Secretary

CSX TRANSPORTATION, INC.

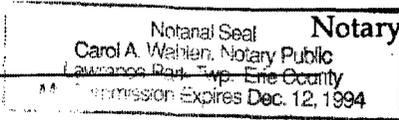
By: 
A. B. Aftoora, Treasurer

Commonwealth of Pennsylvania }
County of Erie }

On this 27th day of January, 1993, before me personally appeared D. B. Tucker, to me personally known, who, being duly sworn, did say that he is General Manager, North American Locomotive Marketing, Sales and Service 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.

Carol A. Wahlen

My commission expires:

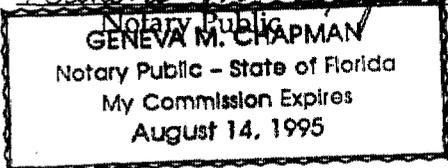


State of Florida }
County of Duval }

On this 28th day of January, 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.

Geneva M. Chapman

Geneve M. Chapman
Notary Public
My commission expires: No. CC136491



State of Florida }
County of Duval }

On this 28th day of January, 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.

Geneva M. Chapman
Notary Public

My commission expires:
Geneve M. Chapman
Notary Public
Comm. No. CC136491

