

LAW OFFICES
ALVORD AND ALVORD

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

ROBERT W. ALVORD*
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923ZF #15
RECORDATION NO. FILED 1991

June 3, 1991

JUN 3 1991 -1 40 PM Rec. No. 923ZF-F

INTERSTATE COMMERCE COMMISSION

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

1-154A040

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed and acknowledged copies of a Release and Termination dated as of May 23, 1991, a secondary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The primary and secondary documents to which the enclosure relates were filed and recorded on February 14, 1978 under Recordation Number 9237 and subparts thereto.

The name and address of the party executing the enclosed document are:

General Electric Company
2901 East Lake Road, Bldg 14-5
Erie, Pennsylvania 16531

A description of the railroad equipment covered by the enclosed document is set forth in Schedule 1 attached hereto and made a part hereof.

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to the undersigned.

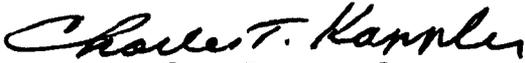
(Vertical handwritten note on left margin)
C. T. Kapler

Mr. Sidney L. Strickland, Jr.
June 3, 1991
Page Two

A short summary of the enclosed secondary document to appear
in the Commission's Index is:

Release and Termination dated as of May 23, 1991
executed by General Electric Company covering 14 GE
Model, B-23 7 locomotives, CSXT 3115-3128, formerly
SBD 3115-3128 and originally LN 5115-5129
(excluding 5123).

Very truly yours,


Charles T. Kappler

CTK/bg
Enclosures

Schedule 1 to
Release and Termination

Locomotives:

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
14	2,250 h.p. 4 axle, turbo charged, diesel-electric locomotive, General Electric Model B-23-7, manufactured new in 1977	CSXT 3115-3128 (formerly SBD 3115- 3128 and originally LN5115-5129 (excluding 5123)

RELEASE AND TERMINATION

RECORDED BY 9237 F
JUN 3 1991 - 1 20 PM
INTERSTATE COMMERCE COMMISSION

RELEASE AND TERMINATION dated as of May 13, 1991 (this "Release and Termination"), made by General Electric Company, a New York corporation ("GE"), under a Conditional Sale Agreement referred to below.

WHEREAS, The Connecticut Bank and Trust Company, as Trustee (the "Owner Trustee") under a Trust Agreement dated as of November 15, 1977 with Bankers Trust Company ("Bankers Trust"), and GE entered into a Conditional Sale Agreement (the "Conditional Sale Agreement") dated as of November 15, 1977 pursuant to which the Owner Trustee purchased from GE fifteen (15) locomotives (the "Locomotives") (one of which has since been the subject of a casualty loss) subject to a security interest retained by GE;

WHEREAS, pursuant to a Lease of Railroad Equipment dated as of November 15, 1977 (the "Lease") between CSX Transportation, Inc. (formerly, Louisville and Nashville Railroad Company) (the "Lessee") and the Owner Trustee, the Owner Trustee leased the Locomotives to the Lessee;

WHEREAS, three investors, Jefferson Standard Life Insurance Company, Life Insurance Company of Georgia and Pilot Life Insurance Company, financed 54.29% of the cost of the Locomotives by investing in the Conditional Sale Indebtedness (as defined in the Conditional Sale Agreement);

WHEREAS, GE assigned its security interest in the Locomotives to the Agent pursuant to an Agreement and Assignment dated as of November 15, 1977 ("the Assignment") between the Agent and GE and the Lease was assigned to the Agent pursuant to an Assignment of Lease and Agreement dated as of November 15, 1977 (the "Lease Assignment") between the Trustee and the Agent until the Owner Trustee fulfills all of its obligations under the Conditional Sale Agreement;

WHEREAS, the following documents were recorded with the Interstate Commerce Commission on February 14, 1978: the Conditional Sale

Agreement (recordation number 9237), the Lease (recordation number 9237B), the Assignment (recordation number 9237A) and the Lease Assignment (recordation number 9237C);

WHEREAS, Bankers Trust desires to sell to Residual Based Financing Corporation ("RESIDCO") the fourteen (14) locomotives identified on Schedule 1 hereto (as one of the Locomotives was the subject of a casualty loss) free and clear of all liens or encumbrances, except with respect to the Lease;

WHEREAS, to facilitate the sale of the 14 locomotives identified on Schedule 1 hereto, the Agent has instructed GE pursuant to Article 5 of the Conditional Sale Agreement to release its security interest and other encumbrances created by the Conditional Sale Agreement; and

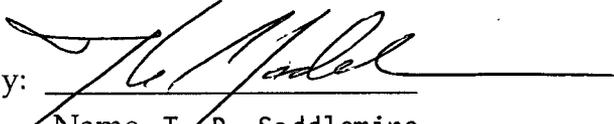
WHEREAS, in accordance with such instructions, GE now desires to terminate and release all claims, rights, title, interest or estate in or to the Locomotives;

NOW THEREFORE, in consideration of good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, GE hereby acknowledges that (i) all sums required to be paid to it under the Conditional Sale Agreement have been fully paid and (ii) it has no further rights or interests under the Conditional Sale Agreement.

NOW, THEREFORE, in consideration of the mutual promises and covenants set forth herein, and intending to be legally bound hereby, the parties hereto agree as follows:

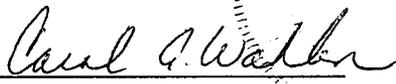
IN WITNESS WHEREOF, GE has caused this Release and Termination to be duly executed as of the date first above written.

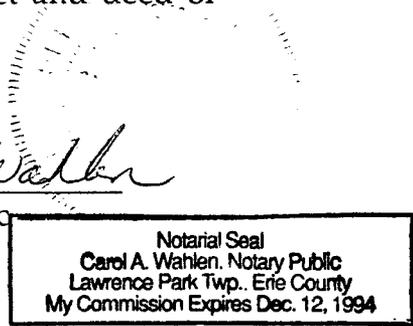
GENERAL ELECTRIC COMPANY

By: 
Name T. P. Saddlemire
Title: ~~Manager~~-Finance Operation

State of Pennsylvania
County of Erie ss:

On this 23rd day of May, 1991 before me personally appeared T. P. Saddlemire, to me personally known, who being by me duly sworn says, that (s)he is the Mgr.-Finance Operation of General Electric Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Signature of Notary Public



My Commission expires _____

Schedule 1 to
Release and Termination

Locomotives:

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
14	2,250 h.p. 4 axle, turbo charged, diesel-electric locomotive, General Electric Model B-23-7, manufactured new in 1977	CSXT 3115-3128 (formerly SBD 3115- 3128 and originally LN5115-5129 (excluding 5123)