

DONELAN, CLEARY, WOOD & MASER, P. C.

ATTORNEYS AND COUNSELORS AT LAW

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July 10, 1989

RECORDATION NO. 16307-A
FILED 1425

JUL 10 1989 -3 05 PM

INTERSTATE COMMERCE COMMISSION

The Honorable Noretta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Secretary McGee:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder, are an original and three counterparts of Amendment to Interim User Agreement, dated as of June 15, 1989, relating to an Interim User Agreement among General Electric Company ("Manufacturer"), The New York, Susquehanna and Western Railway Corporation ("Interim User"), and CSX Transportation, Inc. ("Interim User"), a primary document, dated as of April 1, 1989, recorded under Recordation No. 16307.

It is my understanding that the recordation number to be assigned to this new document, as described in the preceding paragraph, is: 16307-A.

The names and addresses of the parties to the enclosed Amendment to Interim User Agreement are as follows:

MANUFACTURER: General Electric Company
Transportation Systems
Business Operations
2901 East Lake Road
Erie, PA 16531

INTERIM USER: The New York, Susquehanna
and Western Railway
Corporation
47 Bergen Turnpike
Ridgefield Park, NY 07660

PHOTODUPLICATIONS UNIT
JUL 10 3 00 PM '89

Counterparts - For Maser

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INTERIM USER: CSX Corporation
100 North Charles Street
Baltimore, MD 21201

A general description of the railroad locomotives covered by the enclosed documents is attached hereto as Schedule I.

The undersigned is the attorney-in-fact of General Electric Company. Please return the original of the enclosed document to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4006 or to the bearer hereto.

Also enclosed is a remittance in the amount of \$13.00 for the required recording fee.

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

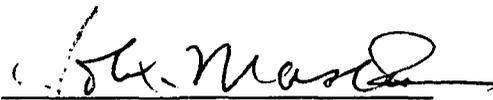
SECONDARY DOCUMENT

Amendment to Interim User Agreement, dated as of June 15, 1989, relating to Interim User Agreement, dated as of April 1, 1989, recorded under Recordation No. 16307, among General Electric Company ("Manufacturer"), The New York, Susquehanna and Western Railway Corporation ("Interim User"), and CSX Transportation, Inc. ("Interim User"), relating to twenty (20) General Electric Dash 8-40B, 4-axle, 4-motor, turbocharged Diesel Electric Road Switcher Locomotives, bearing identification marks "NYSW" and Road Nos. 4010, 4012, 4014, 4016, 4018, 4020, 4022, 4024, 4026, 4028, 4030, 4032, 4034, 4036, 4038, 4040, 4042, 4044, 4046, and 4048.

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Respectfully submitted,

GENERAL ELECTRIC COMPANY

BY: 
John K. Maser III
Attorney-In-Fact

004/207
Enclosures

Schedule I

Description of Locomotives

<u>Type of Equipment</u>	<u>Number</u>	<u>Identifying Marks</u>	<u>Road Numbers</u>
General Electric, Dash 8-40B, 4-axle, 4-motor, turbocharged Diesel Electric Road Switcher Locomotives	20	Marked "NYSW" on both sides of locomotives	4010, 4012, 4014, 4016, 4018, 4020, 4022, 4024, 4026, 4028, 4030, 4032, 4034, 4036, 4038, 4040, 4042, 4044, 4046 and 4048

7/10/89

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

John K. Master III
Donelan, Cleary, Wood & Master, P.C.
Ste. 850
1275 K Street, N. W.
Washington, D.C. 20005-4006

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 7/10/89 at 3:05PM, and assigned recordation number(s) 16307-A

Sincerely yours,

Narita L. McEa

Secretary

Enclosure(s)

RECORDATION NO. 16307-A FILED 1425

JUL 10 1989 -3 05 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT TO
INTERIM USER AGREEMENT

Dated as of June 15, 1989

AMONG

GENERAL ELECTRIC COMPANY

CSX TRANSPORTATION, INC.

AND

THE NEW YORK, SUSQUEHANNA AND
WESTERN RAILWAY CORPORATION

Covering

Twenty (20) 4,000 H.P. ROAD SWITCHER TYPE LOCOMOTIVES

AMENDMENT TO INTERIM USER AGREEMENT

THIS AMENDMENT AGREEMENT, dated as of June 15, 1989, among GENERAL ELECTRIC COMPANY, a New York corporation (Manufacturer), THE NEW YORK, SUSQUEHANNA AND WESTERN RAILWAY CORPORATION, a New Jersey corporation (NYS&W), and CSX TRANSPORTATION, INC., a Virginia corporation (CSXT):

WITNESSETH:

Pursuant to a certain Interim User Agreement (the Agreement) dated as of April 1, 1989, among the Manufacturer, NYS&W and CSXT the Manufacturer allowed NYS&W and CSXT temporary custody of the Locomotives listed in the Agreement for a period ending on the earlier of June 30, 1989, or the date of establishment of permanent financing arrangements. The parties hereto agree that said June 30, 1989, set forth in the Agreement shall be changed to read December 31, 1989. Except as herein set forth the terms and provisions of the Agreement shall remain in full force and effect.

This Agreement shall be governed and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, the parties hereto have executed and delivered this Agreement as of the date first above written.

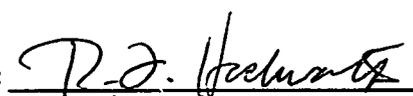
Attest:
[CORPORATE SEAL]

By: 
Assistant Secretary

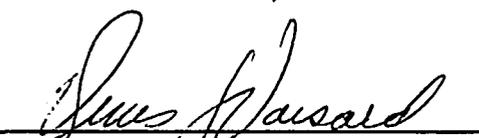
THE NEW YORK, SUSQUEHANNA AND
WESTERN RAILWAY CORPORATION

By: 

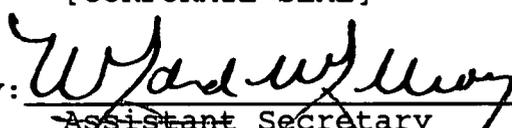
Attest:
[CORPORATE SEAL]

By: 
Assistant Secretary

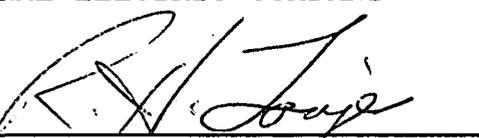
CSX TRANSPORTATION, INC.

By: 
~~AVP & TREASURER~~ EQUIPMENT UNIT

Attest:
[CORPORATE SEAL]

By: 
Assistant Secretary
Attesting

GENERAL ELECTRIC COMPANY

By: 
Manager-Finance Operation

State of New York)
) ss:
City of Cooperstown)

On this 26th day of June, 1988, before me personally appeared C. DAVID SOUCE, to me personally known, who, being by me duly sworn, says that he is EXECUTIVE VICE PRESIDENT of THE NEW YORK, SUSQUEHANNA AND WESTERN RAILWAY CORPORATION, that said 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]

Nathan R. Fenno
Notary Public

My Commission expires:

NATHAN R. FENNO
Notary Public, State of New York
Otsego County, No. 4786561
My Term Expires 3/30/91

State of Maryland)
) ss:
City of Baltimore)

On this 20th day of June, 1988, before me personally appeared Denis J. Voisard, to me personally known, who, being by me duly sworn, says that he is Assistant Vice-President and Treasurer - Equipment Unit of CSX TRANSPORTATION, INC., that said 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]

H. Marlene McCate
Notary Public

My Commission expires: July 1, 1990

State of Pennsylvania)
) ss:
County of Erie)

On this 30 day of June, 1988, before me personally appeared Rose H. Tonjes, to me personally known, who, being by me duly sworn, says that he is Manager - Finance Operations of GENERAL ELECTRIC COMPANY, that said 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]

Betty A. Manucci
Notary Public

My Commission expires:

NOTARIAL SEAL
BETTY A. MANUCCI, NOTARY PUBLIC
LAWRENCE PARK TWP., ERIE COUNTY
MY COMMISSION EXPIRES JAN 14, 1991

Member, Pennsylvania Association of Notaries