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REGISTRATION NO **17863** FILED

JUL 7 1992 -3 25 PM

INTERSTATE COMMERCE COMMISSION

July 5, 1992

**VIA FEDERAL
EXPRESS**

2-189A037

Ms. Mildred Lee
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2302
Washington, D.C. 20423

Subject: Recordation of Master Locomotive Lease

Dear Ms. Lee:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303(a) and the regulations thereunder, are duplicate originals of a Memorandum of Master Locomotive Lease Agreement, dated as of September 9, 1991, between General Electric Company ("Lessor") and CSX Transportation, Inc. ("Lessee"), a primary document.

The names and addresses of the parties to the enclosed Locomotive Lease Agreement are as follows:

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

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

MOTOR OPERATING UNIT
JUL 7 3 17 PM '92

A general description of the railroad locomotives covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$16.00 for the required recording fee.

The undersigned is Counsel and Attesting Secretary of General Electric Company. Please return the original of the enclosed document to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

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

PRIMARY DOCUMENT

Master Locomotive Lease Agreement, dated as of September 9, 1991, between General Electric Company ("Lessor") and CSX Transportation, Inc. ("Lessee"), relating to nine General Electric Diesel Electric Locomotives, bearing identification marks "ASTF" and Road Nos. 8021, 8125, 8139, 8124, 8148, 8150, 8077, 8144, and 8149.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "M. J. Baughman", followed by a horizontal line extending to the right.

Enclosures

SCHEDULE I

Description of Locomotives

<u>Type of Equipment</u>	<u>Number</u>	<u>Identifying Marks</u>	<u>Road Numbers</u>
General Electric Diesel Electric Locomotives	nine	Marked "ATSF" on both sides	8021 8125 8139 8124 8148 8150 8077 8144 8149

MEMORANDUM OF MASTER LOCOMOTIVE LEASE AGREEMENT

On the 9th day of September, 1991, General Electric Company, a New York corporation acting through its Transportation Systems Business Operations with offices at 2901 East Lake Road, Erie, Pennsylvania 16531 ("Lessor"), and CSX Transportation, Inc., a Virginia corporation with offices at 500 Water Street, Jacksonville, Florida 32202 ("Lessee"), entered into a Master Locomotive Lease Agreement, together with an attached Locomotive Lease Schedule, by which the General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee.

LOCOMOTIVE LEASE SCHEDULE NUMBER CSX 91-1

Road Numbers

8021, 8125, 8139, 8124, 8148,
8150, 8077, 8144, and 8149

Model

C30-7

RECORDED NO. 12863 148

JUL 7 1992 3 25 PM

INTERSTATE COMMERCE COMMISSION

GENERAL ELECTRIC COMPANY

CSX TRANSPORTATION, INC.

By: [Signature]
Name D.L. Taylor
Title Mgr., Loco Leasing

By: [Signature]
Name John W. Basso
Title VICE PRESIDENT

Commonwealth of Pennsylvania }
County of Erie }

On this, the 6th day of September, 1991, before me, the undersigned officer, personally appeared Dennis C. Taylor, who acknowledged himself to be the Manager, Locomotive Leasing of General Electric Company, a corporation, and that he as Manager, Locomotive Leasing, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Manager, Locomotive Leasing.

In witness whereof, I hereunto set my hand and official seal.

My commission expires:

[Signature]
Notary Public
Michael J. Baughman, Notary Public
Erie, Erie County
My Commission Expires Aug. 1, 1994

State of Florida }
County of Duval }

On this, the 29 day of October, 1991, before me, the undersigned officer, personally appeared John W. Basso, who acknowledged himself to be the Vice President - Purchases & Materials of CSX Transportation, Inc., a corporation, and that he as Vice President - Purchases & Materials, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Vice President - Purchases & Materials.

In witness whereof, I hereunto set my hand and official seal.

My commission expires:

[Signature]
Notary Public
NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Oct. 6, 1995.
BONDED THROUGH NOTARY PUBLIC UNDERWRITERS.