



0100930009

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

LOUIS G. RECHER
Assistant General Counsel

December 29, 1995

RECORDATION NO. 18103-H

JAN 26 1996 10 49 AM

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

RECEIVED
OFFICE OF THE
SECRETARY
JAN 26 1996 10 49 AM
INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

On behalf of CSX Transportation, Inc. (Lessee"), enclosed for filing and recordation under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are four (4) counterparts of a Memorandum of Lease Supplement, dated as of December 29, 1995, between Electric Fuels Corporation ("Lessor") and Lessee, evidencing Lease Supplement No. 3, dated as of December 29, 1995, to the Lease of Railroad Equipment, dated as of December 22, 1992 (the "Lease"), between Lessor and Lessee. Equipment covered by Lease Supplement No. 3 consists of three (3) locomotives bearing Lessee's road numbers 600 - 602, inclusive.

A Memorandum of the Lease was recorded with the Interstate Commerce Commission (the "Commission") on March 11, 1993, at 11:15 a.m. and assigned Recordation Number 18103-A. A Memorandum of Lease Supplement No. 1, dated as of February 1, 1993, was recorded with the Commission on March 11, 1993, at 11:15 a.m. and assigned Recordation No. 18103-B. A Memorandum of Lease Amendment No. 1, dated as of February 1, 1993, was recorded with the Commission on March 26, 1993, at 3:45 p.m., and assigned Recordation Number 18103-E. A Memorandum of Lease Supplement No. 2, dated as of February 10, 1994, was recorded with the Commission on February 14, 1994, at 3:05 p.m. and assigned Recordation Number 18103-G.

The names and addresses of the parties are as follows:

- Lessor: Electric Fuels Corporation
Barnett Tower
One Progress Plaza
St. Petersburg, Florida 33701
- Lessee: CSX Transportation, Inc.
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.

Sidney L. Strickland, Jr.
December 29, 1995
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Enclosed is a check in the amount of \$21.00 in payment of the filing fee.

Once this filing has been made, please return to the undersigned time-stamped copies of the enclosed Memorandum 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 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. Roche", with a long horizontal flourish extending to the right.

LGR/skb

Enclosures



Interstate Commerce Commission
Washington, D.C. 20423-0001

1/22/96

Office Of The Secretary

Louis G. Recher
Assistant General Counsel
One James Center
Richmond, Virginia 23219

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/22/96 at 10:40AM, and assigned recordation number(s). 18103-H.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

(0100930009)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

18103-H
DEC 29 1995 12 44 AM

MEMORANDUM OF LEASE SUPPLEMENT

THIS MEMORANDUM OF LEASE SUPPLEMENT is intended to evidence a Lease Supplement, dated as of December 29, 1995, to the Lease of Railroad Equipment, dated as of December 22, 1992 (the "Lease"), between Electric Fuels Corporation, a Florida corporation ("Lessor"), and CSX Transportation, Inc., a Virginia corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Interstate Commerce Commission under 49 U.S.C. § 11303. Lessee has leased from Lessor the Units described below at the rentals and upon the terms and conditions provided in the Lease.

Equipment Numbers

Equipment Description

600 - 602,
inclusive

Model CW60AC
6,000 H.P., Six Axle,
Six Motor Diesel
Electric Locomotives

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due authority, have executed this Memorandum of Lease Supplement as of the 29th day of December, 1995.

ELECTRIC FUELS CORPORATION

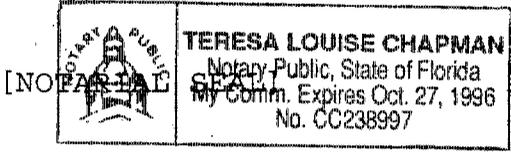
By: *Michael V. Bombino*
Title: Treasurer

CSX TRANSPORTATION, INC.

By: *Maurice Lazenby, III*
MLR Maurice Lazenby, III
Treasurer

State of Florida)
)
County of Pinellas)

On this 21st day of December, 1995, before me personally appeared Michael V. Bonkiewicz, to me personally known who, being by me sworn, says that he/she is Treasurer of Electric Fuels Corporation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Teresa Louise Chapman
Notary Public
TERESA LOUISE CHAPMAN

My Commission expires:

State of Florida)
)
County of Duval)

On this 18th day of December, 1995, before me personally appeared Maurice Lazenby, III, to me personally known who, being by me sworn, says that he is 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]

Joyce Ann Dolan
Notary Public

My Commission expires:



JOYCE ANN DOLAN
Comm. No. 00 401705
My Comm. Exp. Jan. 9, 1999
Dulles: Nat. Probate Ins. Assn.