



Michael J. Baughman
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General Electric Company
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March 17, 1999

Mr. Vernon Williams
Surface Transportation Board
12th and Constitution Avenue, N.W.
Room 2311
Washington, D.C. 20423

RECORDATION NO. **22085** FILED

MAR 24 '99

9-15 AM



Subject: Recordation of Memorandum of Interim Use Agreement

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11301 and the regulations thereunder, is an original and one copy/counterpart of a Memorandum of Interim User Agreement, dated as of March 17, 1999, between General Electric Company ("Lessor") and The Baltimore and Ohio Chicago Terminal Railroad Company and CSX Transportation, Inc. ("Lessee"), a primary document.

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

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

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

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

A general description of the locomotive(s) covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$26.00 which covers the recording fee for the filing enclosed.

The undersigned is Counsel and Attesting Secretary of General Electric Company, the Lessor. Please return the original and any extra copies not needed by the Board for

recordation 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

Memorandum of Interim Use Agreement, dated as of March 17, 1999 between General Electric Company ("Lessor") and The Baltimore and Ohio Chicago Terminal Railroad Company and CSX Transportation, Inc. ("Lessee"), relating to seventeen (17) Model AC6000 CW locomotives, bearing Road Nos. 637-653, inclusive.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "M. J. Baughman".

Enclosures

SCHEDULE I

Description of Locomotive(s)

Type of Equipment

Road Numbers

Seventeen (17)
Model AC6000CW
locomotives

637 through 653
(inclusive)

Surface Transportation Board
Washington, D.C. 20423-0001

OFFICE OF THE SECRETARY

March 24, 1999

Michael J. Baughman
Counsel
General Electric Company
2901 East lake Road
Building 14-5
Erie PA 16531

Dear Mr. Baughman:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301 and 49 CFR 1177.3 (c), on March 24, 1999 at 9:15 AM, and assigned recordation number(s) 22085.

Sincerely Yours,



Vernon A. Williams
Secretary

Enclosure(s)

\$ 26.00 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. In the event of an error or any questions concerning this fee, you will receive a notification after the Surface Transportation Board has an opportunity to examine your document.

Signature: _____



MAR 24 '99

9-15 AM

MEMORANDUM OF ASSIGNMENT AND INTERIM USER AGREEMENT

As of the 17th day of March, 1999, 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"), The Baltimore and Ohio Chicago Terminal Railroad Company, an Illinois corporation with offices at 500 Water Street, Jacksonville, Florida 32202 ("Lessee"), and CSX Transportation, Inc., a Virginia corporation with offices at 500 Water Street, Jacksonville, Florida 32202, entered into an Assignment and Interim User Agreement by which the seventeen (17) General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee.

Road Numbers

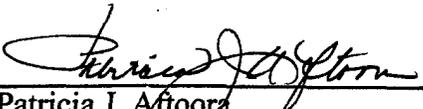
637-653

Model

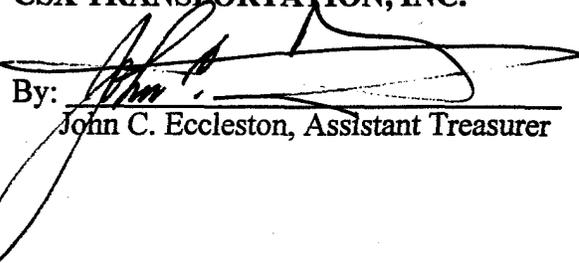
Model AC6000 CW

In witness whereof, the parties have executed this Memorandum of Assignment and Interim User Agreement the day and year first above written.

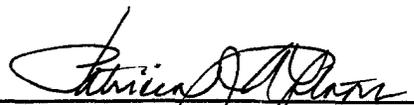
Attest:


 Patricia J. Aftora,
 Corporate Secretary

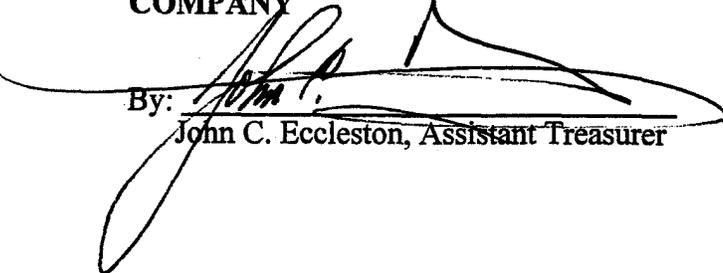
CSX TRANSPORTATION, INC.

By: 
 John C. Eccleston, Assistant Treasurer

Attest:


 Patricia J. Aftora,
 Corporate Secretary

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

By: 
 John C. Eccleston, Assistant Treasurer

Attest:


 M. J. Baughman,
 Attesting Secretary

GENERAL ELECTRIC COMPANY

By: 
 Joseph W. Dzieczic, Manager, Global
 Commercial Finance

State of Florida }
County of Duval }

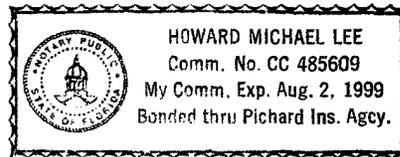
On this 17th day of March 1999, before me personally appeared John C. Eccleston, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of The Baltimore and Ohio Chicago Terminal Railroad Company, that the foregoing instrument was executed on behalf of said corporation 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]

Howard Michael Lee
Notary Public

My Commission expires: 8/2/1999

State of Florida }
County of Duval }



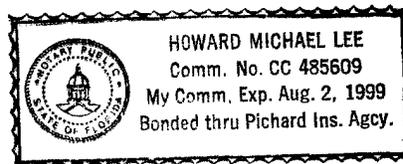
On this 17th day of March 1999, before me personally appeared John C. Eccleston, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of CSX Transportation, Inc., that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Howard Michael Lee
Notary Public

My Commission expires: 8/2/1999

Commonwealth of Pennsylvania }
County of Erie }

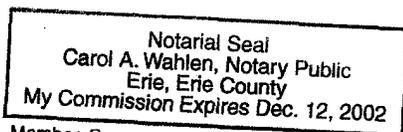


On this 16th day of March 1999, before me personally appeared Joseph W. Dziedzic, to me personally known, who, being by me duly sworn, says that he is Manager, Global Commercial Finance of General Electric Company's Transportation Systems Business Operation, that the foregoing instrument was executed 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]

Carol A. Wahlen
Notary Public

My Commission expires:



Member, Pennsylvania Association of Notaries