



Gary Meringer
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January 27, 1999

RECORDATION NO 22018 FILED

FEB 5 '99 9-20AM

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

Subject: Recordation of Memorandum of Locomotive Lease

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 Locomotive Lease, dated as of December 15, 1998, between Locomotive Management Services ("Lessor") and CSX Transportation, Inc. ("Lessee"), a primary document.

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

LESSOR: Locomotive Management Services
2901 East Lake Road
Erie, Pennsylvania 16531

LESSEE: CSX Transportation, Inc.
550 Water Street
Jacksonville, Florida 32232-5054

A general description of the locomotives covered by the enclosed document is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$26.00 in payment of the recording fee for the enclosed filing.

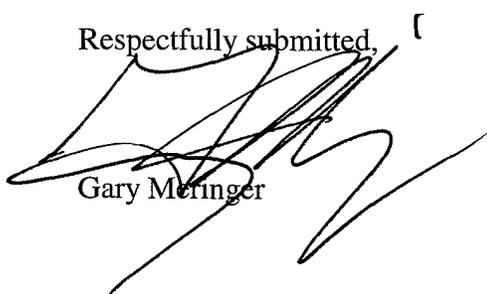
The undersigned is Counsel to the Lessor. Please return the original and any extra copies not needed by the Board for recordation to my attention, c/o 2901 East Lake Road, Building 14-500, Erie, Pennsylvania 16531.

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

PRIMARY DOCUMENT

Memorandum of Locomotive Lease, dated as of December 15, 1998 between Locomotive Management Services, as lessor and CSX Transportation, Inc., as lessee, relating to twenty-five (25) Model GE Dash 8-40CW locomotives, bearing Road Nos. LMS 715-739, inclusive.

Respectfully submitted, [


Gary Meringer

Enclosures

SCHEDULE I

Description of Locomotives

Type of Equipment

Twenty-five(25)
Model GE Dash 8-40CW
locomotives

Road Numbers

LMS 715 through 739
(inclusive)

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

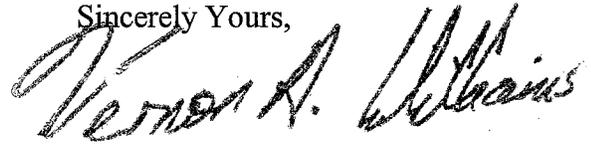
OFFICE OF THE SECRETARY

Gary Meringer
GE Transportation Systems
2901 East Lake Road, Bldg 14-500
Erie, PA., 16531

Dear Sir:

The enclosed documents (s) was recorded pursuant to the provisions of 49 U.S.C.
11301 and CFR 1177.3 (c), on 2/5/99 at 9:20 AM, and
assigned recordation numbers (s): 22018.

Sincerely Yours,



Vernon A. Williams

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



Commonwealth of Pennsylvania }
 }
County of Erie }

On this the 17th day of Dec, 1998, before me, the undersigned officer, personally appeared C.D. Rockwell, who acknowledged himself to be a duly authorized representative of the Partners' Committee of Locomotive Management Services, a Delaware general partnership, and that he, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the partnership by himself as a duly authorized representative of the Partners' Committee.

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

My commission expires: _____ Carol A. Wahlen
Notary Public
Notarial Seal
Carol A. Wahlen, Notary Public
Erie, Erie County
My Commission Expires Dec. 12, 2002
Member, Pennsylvania Association of Notaries

State of FLORIDA }
 }
County of DUVAL }

On this, the 22nd day of DECEMBER, 1998, before me, the undersigned officer, personally appeared JOHN W. BASSO, who acknowledged himself to be the DULY AUTHORIZED REPRESENTATIVE of CSX Transportation, Inc. a Virginia corporation, and that he as VICE PRESIDENT, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as DULY AUTHORIZED REPRESENTATIVE

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

Loretta D. Abernethy
Notary Public
My commission expires: Nov. 13, 1999

OFFICIAL NOTARY SEAL
LORETTA D ABERNETHY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC509638
MY COMMISSION EXP. NOV. 13, 1999