



Daniel A. Rowley
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MAR 11 '98

4-12 PM

March 9, 1998

Mr. Vernon A. Williams
Surface Transportation Board
1925 K Street, N.W.
Washington, D.C. 20423-0001

Subject: Recordation of Memorandum of Interim Use Agreement

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RECEIVED
SURFACE TRANSPORTATION
BOARD

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, is an original and one copy/counterpart of an Memorandum of Interim Use Agreement, dated as of February 20, 1998, 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.
550 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 \$24.00 for the required recording fee.

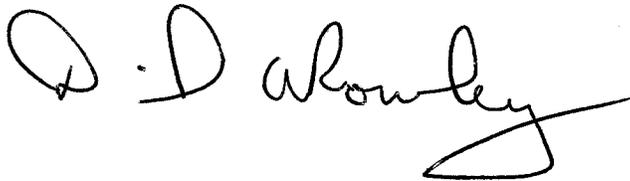
The undersigned is Counsel and Attesting Secretary of General Electric Company, the Lessor. Please return the original and any extra copies not needed by the Board for recordation to Michael J. Baughman, General Electric Company, 2901 East Lake Road, Building 14-5, Erie, Pennsylvania 16531.

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

PRIMARY DOCUMENT

Memorandum of Interim Use Agreement, dated as of February 20, 1998 between General Electric Company ("Lessor") and The Baltimore and Ohio Chicago Terminal Railroad Company and CSX Transportation, Inc. ("Lessee"), relating to forty (40) GE Model AC4400 CW Diesel Electric Locomotives, bearing Road Nos. 302-341.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "D. D. Rowley". The signature is written in a cursive style with a long horizontal stroke at the end.

Enclosures

SCHEDULE I

Description of Locomotive(s)

Type of Equipment

Forty (40)
Model AC4400 CW
locomotives

Road Numbers

302 through 341
(inclusive)

MEMORANDUM OF INTERIM USER AGREEMENT

On the 20th day of February, 1998, 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 Interim User Agreement by which the 40 General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee.

RECORDATION No. 21271 FILED

Road Numbers
302-341

Model
Model AC4400 CW

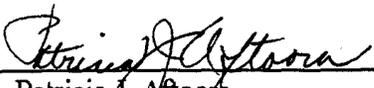
MAR 11 '98

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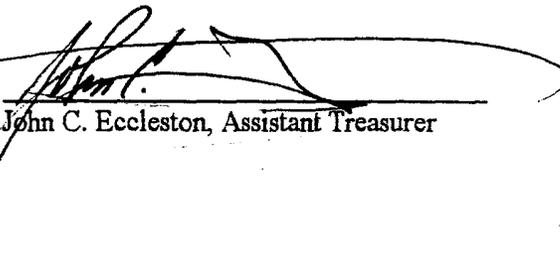
In witness whereof, the parties have executed this Memorandum of Interim User Agreement the day and year first above written.

Attest:

CSX TRANSPORTATION, INC.



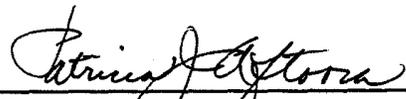
Patricia J. Aftoora,
Corporate Secretary

By: 

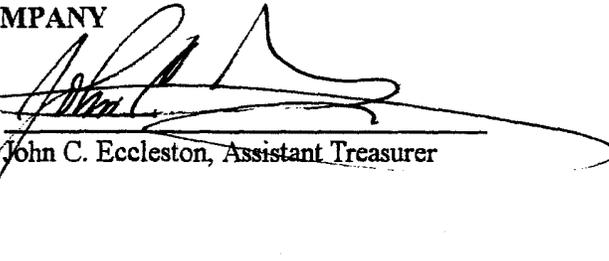
John C. Eccleston, Assistant Treasurer

Attest:

THE BALTIMORE AND OHIO
CHICAGO TERMINAL RAILROAD
COMPANY



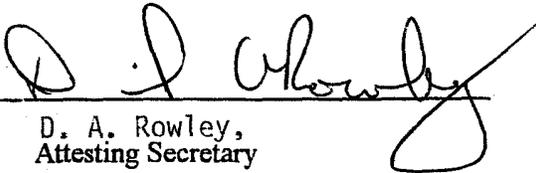
Patricia J. Aftoora,
Corporate Secretary

By: 

John C. Eccleston, Assistant Treasurer

Attest:

GENERAL ELECTRIC COMPANY



D. A. Rowley,
Attesting Secretary

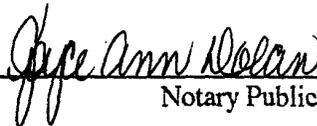
By: 

Robert J. Koontz, Manager

State of Florida }
 }
County of Duval }

On this 20th day of February, 1998, 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] JOYCE ANN DOLAN
Comm. No. CC 421705
My Comm. Exp. Jan. 9, 1999
Bonded thru Richard Ins. Agcy.


Notary Public

My Commission expires: *January 9, 1999*

State of Florida }
 }
County of Duval }

On this 20th day of February, 1998, 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] JOYCE ANN DOLAN
Comm. No. CC 421705
My Comm. Exp. Jan. 9, 1999
Bonded thru Richard Ins. Agcy.

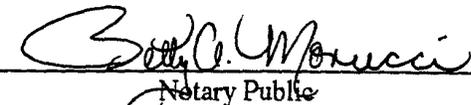

Notary Public

My Commission expires: *January 9, 1999*

Commonwealth of Pennsylvania }
 }
County of Erie }

On this 20th day of February, 1998, before me personally appeared Robert J. Koontz, to me personally known, who, being by me duly sworn, says that he is Manager 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]


Notary Public

My Commission expires:

Notarial Seal
Betty A. Manucci, Notary Public
Erie, Erie County
My Commission Expires Jan. 14, 1999