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June 17, 1998

RECORDATION NO. 21471 FILED

JUN 17 '98 2-40PM

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Re: CSX Transportation, Inc.
Equipment Trust of 1998, Series A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of a Memorandum of ~~Lease~~ ^{Equipment Trust Agreement}, dated as of June 15, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents. *KAB*

The names and addresses of the parties to the enclosed document are:

Trustee: The First National Bank of Maryland
25 South Charles Street
Baltimore, Maryland 21201

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

A description of the railroad equipment covered by the enclosed document is:

set forth on Schedule A attached to the Memorandum

K. Bartman

RECEIVED
SURFACE TRANSPORTATION
BOARD

JUN 17 2 37 PM '98

Mr. Vernon A. Williams
June 17, 1998
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Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', written in a cursive style.

Robert W. Alvord

RWA/bg
Enclosures

JUN 17 '98 2-40PM

MEMORANDUM OF EQUIPMENT TRUST AGREEMENT dated as of June 15, 1998, between THE FIRST NATIONAL BANK OF MARYLAND, a national banking association (hereinafter called the Trustee), and CSX TRANSPORTATION, INC., a Virginia corporation (hereinafter called the Railroad).

WHEREAS the Trustee and the Railroad are entering into that certain Equipment Trust Agreement dated as of the date hereof (hereinafter called the Agreement), covering the railroad equipment listed in Schedule A hereto, bearing the reporting marks and road numbers of CSX Transportation, Inc., shown in said Schedule A, and all additions and alterations thereof, replacements thereof and substitutions therefor.

IN WITNESS WHEREOF, the Trustee and the Railroad wish to show for the public record (a) the ownership of the said railroad equipment by the Trustee, as trustee under the Agreement, as security for the obligations of the Railroad under the Agreement and the equipment trust certificates issued thereunder, and (b) the leasehold interest of the Railroad in said railroad equipment, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

THE FIRST NATIONAL BANK OF MARYLAND

by Robert D. Brown

CSX TRANSPORTATION, INC.

by [Signature]

ASSISTANT TREASURER

STATE OF MARYLAND)
County) SS.:
~~CITY~~ OF BALTIMORE)

On this *16th* day of June, 1998, before me personally appeared *Robert D. Brown*, to me personally known, who, by me being duly sworn, says that he is an Assistant Vice President of THE FIRST NATIONAL BANK OF MARYLAND, and that the foregoing instrument was signed on behalf of said bank 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 bank.

James L. Acubelli
.....
Notary Public

My commission expires *5/1/2002*

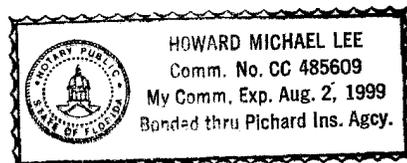
STATE OF FLORIDA)
) SS.:
COUNTY OF DUVAL)

On this *12th* day of June, 1998, before me personally appeared John Eccleston, to me personally known, who, by me being duly sworn, says that he is an Assistant Treasurer of CSX TRANSPORTATION, INC., that the foregoing instrument was signed 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.

Howard Michael Lee
.....
Notary Public

My commission expires

August 2, 1999



SCHEDULE A
(Equipment Trust Agreement dated as of June 15, 1998)

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers (Inclusive)</u>
40	General Electric model AC4400, (CSXT designation CW44AC) 4400 horsepower, six-axle, diesel-electric locomotives	CSXT	302--341
485	Fully-enclosed, bi-level autoracks, manufactured by Thrall Car Manufacturing Company		B2200--B2684