



RECORDATION NO. 2237 FILED

SEP 10 1999

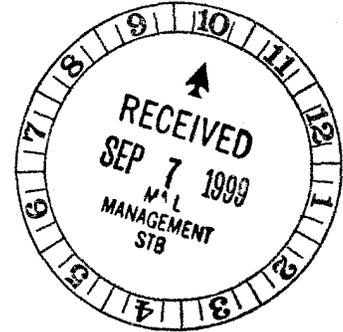
9:00 AM

GE Transportation Systems

Michael J. Baughman
Counsel

General Electric Company
2901 East Lake Road, Erie, PA 16531
814 875-3044
Fx: 814 875-2724

August 16, 1999



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

Subject: Recordation of Memorandum of Interim User 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 August 16, 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 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 User Agreement, dated as of August 16, 1999, between General Electric Company ("Lessor") and The Baltimore and Ohio Chicago Terminal Railroad Company and CSX Transportation, Inc. ("Lessee"), relating to thirty-one (31) Model AC4400 CW locomotives, bearing Road Nos. 391-421, inclusive.

Respectfully submitted,


Enclosures

SCHEDULE I

Description of Locomotive(s)

| <u>Type of Equipment</u> | <u>Road Numbers</u> |
|---|--------------------------------|
| Thirty-One (31) Model AC4400 CW locomotives | 391 through 421 (inclusive) |

SEP 10 '99

9:00 AM

MEMORANDUM OF ASSIGNMENT AND INTERIM USER AGREEMENT

On the 16th day of August, 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 31 General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee.

Road Numbers

391-421

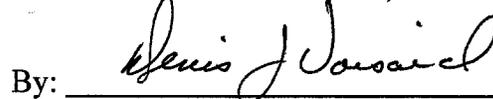
Model

Model AC4400 CW

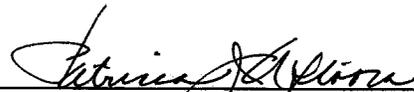
In witness whereof, the parties have executed this Memorandum of Assignment and Interim User Agreement the day and year first above written.

Attest:

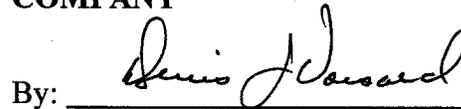

Patricia J. Aftoora,
Corporate Secretary

CSX TRANSPORTATION, INC.


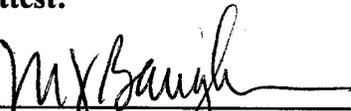
By: Denis J. Voisard, Assistant Treasurer

Attest:


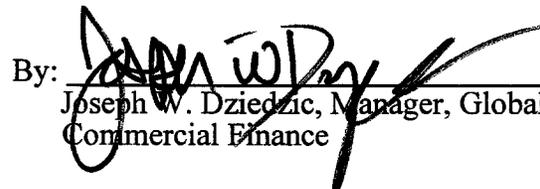
Patricia J. Aftoora,
Corporate Secretary

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


By: Denis J. Voisard, Assistant Treasurer

Attest:


M. J. Baughman,
Attesting Secretary

GENERAL ELECTRIC COMPANY


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

State of Florida }
County of Duval }

On this 17th day of August 1999, before me personally appeared Denis J. Voisard, 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: 8/2/2003

State of Florida }
County of Duval }



On this 17th day of August 1999, before me personally appeared Denis J. Voisard, 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: 8/2/2003

Commonwealth of Pennsylvania }
County of Erie }

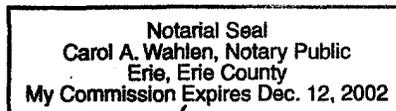


On this 11th day of August, 1999, before me personally appeared Joseph W. Dzedzic, to me personally known, who, being by me duly sworn, says that he is Manager, Global Commercial Finance of General Electric Company's Transportation Systems Business Operation, that the foregoing instrument was executed 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