



*Transportation Systems Marketing and Sales
General Electric Company
2901 East Lake Road, Erie, PA 16531*

June 22, 1992

17823
REGISTRATION NO. FILED

JUN 23 1992 -3 45 PM

INTERSTATE COMMERCE COMMISSION

VIA FEDERAL EXPRESS

Ms. Mildred Lee
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Room 2302
Washington, D.C. 20423

2-176A094

Subject: Recordation of a Memorandum of Interim User Agreement

Dear Ms. Lee:

Enclosed for recordation, under the provisions of 49 U.S.C. §11303 and the regulations thereunder, is an original and one copy/counterpart of a Memorandum of Interim User Agreement, dated as of June 19, 1992, 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 Locomotive Lease Agreement are as follows:

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

LESSEE: The Baltimore and Ohio Chicago Terminal
Railroad Company
500 Water Street
Jacksonville, Florida 32202
&
CSX Transportation Inc
500 Water Street
Jacksonville, Florida 32202

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MOTOR OPERATING UNIT

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 \$16.00 for the required recording fee.

The undersigned is Counsel and Attesting Secretary of General Electric Company. Please return the original and any extra copies not needed by the Commission 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 June 22, 1992, between General Electric Company ("Lessor") and The Baltimore and Ohio Chicago Terminal Railroad Company, and CSX Transportation, Inc. ("Lessee"), relating to 59 General Electric Diesel Electric Locomotives bearing Road No's: 7759-7817 inclusive.

Respectfully submitted,

Dennis C. Taylor
Manager, Locomotive Leasing

Enclosures

SCHEDULE I

Description of Locomotive(s)

<u>Type of Equipment</u>	<u>Number of Units</u>	<u>Road Number(s)</u>
General Electric Diesel Electric Locomotives	59	7759-7817

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MEMORANDUM OF INTERIM USER AGREEMENT

INDEPENDENT STATE COMMERCE COMMISSION

On the 19th day of June, 1992, 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 ("Lessee"), an Illinois corporation with offices at 500 Water Street, Jacksonville, Florida 32202, 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 General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee.

Road Numbers

Model

7759-7817

Dash 8-40CW

Attest:

CSX TRANSPORTATION, INC.

A. B. Aftora
Assistant Corporate Secretary

By: *A. B. Aftora*
A. B. Aftora, Treasurer

Attest:

THE BALTIMORE AND OHIO
CHICAGO TERMINAL RAILROAD
COMPANY

A. B. Aftora
Assistant Corporate Secretary

By: *A. B. Aftora*
A. B. Aftora, Treasurer

Attest:

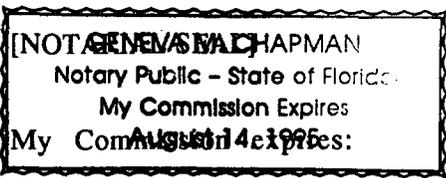
GENERAL ELECTRIC COMPANY

M. J. Baughman
M. J. Baughman,
Attesting Secretary

By: *T. P. Saddlemire*
T. P. Saddlemire, Manager,
Transportation Systems Finance
Operation

State of Florida
County of Duval

On this 19th day of June, 1992, before me personally appeared A. B. Aftoora, to me personally known, who, being by me duly sworn, says that he is 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.

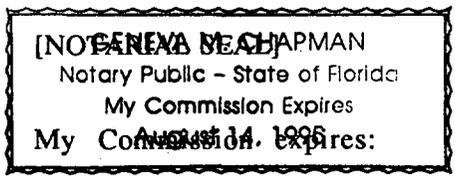


Geneva M. Chapman
Notary Public

Geneve M. Chapman
Notary Public
Comm. No. CC136491

State of Florida
County of Duval

On this 19th day of June, 1992, before me personally appeared A. B. Aftoora, to me personally known, who, being by me duly sworn, says that he is 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.



Geneva M. Chapman
Notary Public

Geneve M. Chapman
Notary Public
Comm. No. CC136491

Commonwealth of Pennsylvania
County of Erie

On this 18th day of June, 1992, before me personally appeared T. P. Saddlemire to me personally known, who, being by me duly sworn, says that he is Manager, Transportation Systems Finance Operation of General Electric 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]

Michael J. Baughman
Notary Public

My Commission expires:

