



Michael J. Baughman
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RECORDATION NO. 17863 FILED 1425

APR 16 1996 - 9 50 AM

April 14, 1996

VIA FEDERAL EXPRESS

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

Subject: Recordation of Locomotive Lease

INTERSTATE COMMERCE
COMMISSION
RECEIVED
APR 16 9 47 AM '96

Dear Mr. Williams:

Enclosed for recordation, under the provisions of 49 U.S.C. §11301 and the regulations thereunder, are duplicate originals of a Memorandum of Lease ("Locomotive Lease"), dated February 5, 1996, between General Electric Company ("Lessor") and CSX Transportation, Inc. ("Lessee"). This is a Secondary filing, relating to a Master Locomotive Lease originally filed July 7, 1992 at 3:25 PM under file/index number 17863.

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

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

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

A general description of the locomotives covered by the enclosed documents is attached hereto as Schedule I. Also enclosed is a remittance in the amount of \$21.00 for the required recording fee.

The undersigned is Counsel and Attesting Secretary of General Electric Company. Please return one original of the enclosed document, stamped to

evidence filing, 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:

SECONDARY DOCUMENT

Memorandum of Lease ("Locomotive Lease"), dated February 5, 1996, between General Electric Company ("Lessor") and CSX Transportation, Inc. ("Lessee"), relating to

One General Electric Company Model B40-8 Diesel Electric Locomotives, bearing road number 8002;

Eleven General Electric Company Model C30-7 Diesel Electric Locomotives, bearing road numbers 8017, 8021, 8032, 8044, 8058, 8066, 8072, 8078, 8079, 8087, and 8093; and

Eleven General Electric Company Model Super 7-30C Diesel Electric Locomotives, bearing road numbers 3000-3010.

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "M. Baughman", followed by a horizontal line extending to the right.

Enclosure

SCHEDULE I

Description of Locomotives

<u>Number of Locomotives</u>	<u>Type of Equipment</u>	<u>Road Numbers</u>
One	General Electric Model B40-8 Diesel Electric Locomotive	8002
Eleven	General Electric Model C30-7 Diesel Electric Locomotives	8017, 8021, 8032, 8044, 8058, 8066, 8072, 8078, 8079, 8087, and 8093
Eleven	General Electric Model Super 7-30C Diesel Electric Locomotive	3000 through 3010

APR 15 1996 9 50 AM

MEMORANDUM OF LEASE

Effective as of the 5th day of February, 1996, 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"), and CSX Transportation, Inc., a Virginia corporation with offices at 500 Water Street, Jacksonville, Florida 32202 ("Lessee"), entered into Locomotive Lease Schedule Number CSX 1996-1, by which the General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee. Such Locomotive Lease Schedule incorporates all of the terms and conditions of that certain Master Locomotive Lease Agreement dated September 9, 1991 between Lessor and Lessee, a Memorandum of which was duly filed with the Interstate Commerce Commission on July 7, 1992, at 3:25 P.M. under I.C.C. file/index number 17863.

<u>Road Number</u>	<u>Model</u>	<u>Road Number</u>	<u>Model</u>	<u>Road Number</u>	<u>Model</u>
8002	B40-8	8078	C30-7	3004	Super 7-30C
8017	C30-7	8079	C30-7	3005	Super 7-30C
8021	C30-7	8087	C30-7	3006	Super 7-30C
8032	C30-7	8093	C30-7	3007	Super 7-30C
8044	C30-7	3000	Super 7-30C	3008	Super 7-30C
8058	C30-7	3001	Super 7-30C	3009	Super 7-30C
8066	C30-7	3002	Super 7-30C	3010	Super 7-30C
8072	C30-7	3003	Super 7-30C		

CSX TRANSPORTATION, INC.

GENERAL ELECTRIC COMPANY

By: John W. Basso
 John W. Basso, Vice President -
 Purchase & Materials

By: C. D. Rockwell
 C. D. Rockwell, Manager-
 Leasing

Date: March 20, 1996

Date: March 4, 1996

Commonwealth of Pennsylvania }
County of Erie }

On this, the 4th day of March, 1996, before me, the undersigned officer, personally appeared C. D. Rockwell, who acknowledged himself to be the Manager-Leasing of General Electric Company, a corporation, and that he as Manager-Leasing, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as Manager-Leasing.

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

Michael J. Baughman
Notary Public

My commission expires: _____

Notarial Seal
Michael J. Baughman, Notary Public
Erie, Erie County
My Commission Expires Aug. 1, 1998
Member, Pennsylvania Association of Notaries

State of Florida }
County of Duval }

On this, the 20th day of March, 1996, before me, the undersigned officer, personally appeared John W. Basso, who acknowledged himself to be a Vice President, of CSX Transportation, Inc., a 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 Vice President.

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

Sam R. Raley
Notary Public

My commission expires: 9-26-99

SAM R. RALEY
Notary Public - State of Florida
My Commission Expires Sep 26, 1999
Commission #CC498089

Personal Knowledge