

Country Club - K. Bartman

18103-I

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

JAN 10 1997

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

January 7, 1997

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

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are four (4) copies of a Memorandum of Lease Supplement, dated as of December 31, 1996, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to Lease of Railroad Equipment previously filed with the Commission under Recordation Number 18103.

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

Lessor: Electric Fuels Corporation
Barnett Tower
One Progress Plaza
St. Petersburg, Florida 33701

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

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

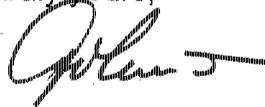
three (3) locomotives bearing reporting marks and road numbers CSXT 223 through CSXT 225, inclusive.

Mr. Vernon A. Williams
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Also enclosed is a check in the amount of \$22.00 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 cursive script, appearing to read "Robert W. Alvord", with a horizontal line extending to the right.

Robert W. Alvord

RWA/bg
Enclosures

REGISTRATION NO. 8103-1
JAN - 7 1997

MEMORANDUM OF LEASE SUPPLEMENT

THIS MEMORANDUM OF LEASE SUPPLEMENT is intended to evidence a Lease Supplement, dated as of December 31, 1996, to the Lease of Railroad Equipment, dated as of December 22, 1992 (the "Lease"), between Electric Fuels Corporation, a Florida corporation ("Lessor"), and CSX Transportation, Inc., a Virginia corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under 49 U.S.C. § 11303. Lessee has leased from Lessor the Units described below at the rentals and upon the terms and conditions provided in the Lease.

Equipment Numbers

223-225,
inclusive

Equipment Description

Model CW44AC
4,400 H.P., Six Axle,
Six Motor Diesel
Electric Locomotives

IN WITNESS WHEREOF, Lessor and Lessee, each pursuant to due authority, have executed this Memorandum of Lease Supplement as of the 31st day of December, 1996.

ELECTRIC FUELS CORPORATION

By: Michael K. Borbone

Title: Treasurer



CSX TRANSPORTATION, INC.

By: Maurice Lazenby III

ML
Maurice Lazenby III
Treasurer

State of Florida)
)
County of Pinellas)

On this 13th day of December, 1996, before me personally appeared Michael V. Bombino, to me personally known who, being by me sworn, says that he/she is Treasurer of Electric Fuels Corporation, that the foregoing instrument was executed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARY SEAL]



CAROLE L. PORTER
MY COMMISSION # CC406222 EXPIRES
December 30, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

Carole L. Porter
Notary Public

My Commission expires:

State of Florida)
)
County of Duval)

On this 10th day of December, 1996, before me personally appeared Maurice Lazenby, III, to me personally known who, being by me 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.

[NOTARY SEAL]

Howard Michael Lee
Notary Public

My Commission expires:

