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ELIAS C. ALVORD (1942)
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18171
MAR 22 1993 - 2:14 PM
INTERSTATE COMMERCE COMMISSION
OF COUNSEL
URBAN A. LESTER

March 22, 1993

3-081A021

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

New No.

MAR 22 2 30 PM '93
RECEIVED

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) duly executed and acknowledged copies of a Memorandum of Interim User Agreement, dated as of March 15, 1993, a primary document as defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

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

Lessor: General Electric Company
2901 East Lake Road
Erie, Pennsylvania 16513

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

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

twenty-five (25) Dash 8-40CW locomotives bearing CSXT road marks and numbered 7896-7920, inclusive.

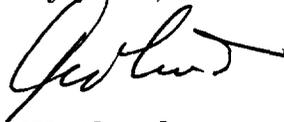
Counterparts - [Signature]

Mr. Sidney L. Strickland, Jr.
March 22, 1993
Page Two

Also enclosed is a check in the amount of \$16.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return two stamped copies of the enclosed document to Robert W. Alvord, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord", written in black ink.

Robert W. Alvord

RWA/bg
Enclosures

MAR 22 1993 2:02 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF INTERIM USER AGREEMENT

As of the 15th day of March, 1993, 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 Interim User Agreement by which the General Electric Diesel Electric Locomotives described below were leased from Lessor to Lessee.

Road Numbers

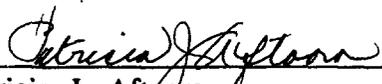
Model

7896-7920

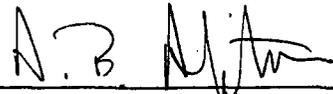
Dash 8-40CW

Attest:

CSX TRANSPORTATION, INC.



Patricia J. Aftoora,
Corporate Secretary

By: 

A. B. Aftoora, Treasurer

Attest:

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



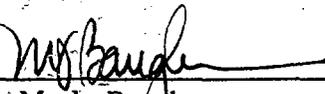
Patricia J. Aftoora,
Corporate Secretary

By: 

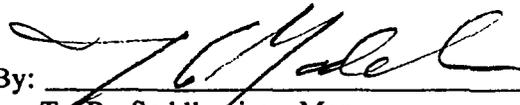
A. B. Aftoora, Treasurer

Attest:

GENERAL ELECTRIC COMPANY



M. J. Baughman,
Attesting Secretary

By: 

T. P. Saddlemire, Manager,
Transportation Systems
Finance Operation

State of Florida)
)
County of Duval)

On this 15th day of March, 1993, 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.

[NOTARIAL SEAL]

Howard Michael Lee

Notary Public

My Commission expires: Notary Public, State of Florida
My Comm. Exp. July 28, 1995
Bonded thru PICHARD Ins. Agency

State of Florida)
)
County of Duval)

On this 11th day of January, 1993, 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.

[NOTARIAL SEAL]

Howard Michael Lee

Notary Public

My Commission expires: Notary Public, State of Florida
My Comm. Exp. July 28, 1995
Bonded thru PICHARD Ins. Agency

Commonwealth of Pennsylvania)
)
County of Erie)

On this 12th day of March, 1993, 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]

Carol A. Wahlen

Notary Public

My Commission expires:

Notarial Seal
Carol A. Wahlen, Notary Public
Lawrence Park Twp., Erie County
My Commission Expires Dec. 12, 1994