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RECORDATION NO. 12079-H FILED 1425
SEP 9 1992 1 00 PM
INTERSTATE COMMERCE COMMISSION

September 9, 1992

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

Dear Secretary Strickland:

Enclosed for recordation, under the provisions of 49 U.S.C. § 11303(a) and the regulations thereunder, are an original and four counterparts of a Lease Extension Agreement, a secondary document, dated as of July 1, 1992, by and between CSX Transportation, Inc., formerly known as Baltimore and Ohio Railroad Company ("Lessee") and State Street Bank and Trust of Connecticut, as successor Trustee to The Connecticut Bank and Trust Company ("Lessor") under a Trust Agreement dated as of July 1, 1980 with General Electric Capital Corporation, formerly known as General Electric Credit Corporation, as owner, relating to that certain Lease of Railroad Equipment, dated as of July 1, 1980 ("Lease"), between Lessor and Lessee, recorded under Recordation No. 12079-B, and that certain Lease Extension Agreement, dated as of December 31, 1990, recorded under Recordation No. 12079-E.

It is my understanding that the recordation number to be assigned to this new document as described in the preceding paragraph will be: 12079-H.

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

LESSOR: State Street Bank and Trust of Connecticut
750 Main Street
Suite 1114
Hartford, Connecticut 06103

LESSEE: CSX Transportation, Inc.
100 North Charles Street
Baltimore, Maryland 21201

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RECORDATION DIVISION
INTERSTATE COMMERCE COMMISSION

Counterparts - Sta. F. Keller

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As indicated in the enclosed Lease Extension Agreement, the Lessor and the Lessee are extending the term of the Lease in respect of all, but not fewer than all, of the Units covered by the Lease, for an eighteen (18) month period commencing on January 1, 1993. A description of the Units is contained in the Lease and is incorporated by reference herein.

Please index in the "Vendor/Lessor" Index Book (yellow pages) the Lease Extension Agreement (with a reference to Recordation No. 12079-H) under the name of the successor Trustee therein, namely under:

State Street Bank and Trust of Connecticut

The undersigned is the attorney-in-fact for purposes of this filing. Please return the originals of the enclosed documents to John K. Maser III, Esquire, Donelan, Cleary, Wood & Maser, P.C., Suite 850, 1275 K Street, N.W., Washington, D.C. 20005-4078 or the bearer hereof.

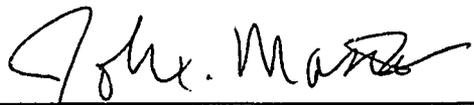
Enclosed is a remittance in the amount of \$32.00 for the required recording fees and for the request to index the successor Trustee in the Vendor/Lessor index book.

A short summary of the document to appear in the index follows:

SECONDARY DOCUMENT

Lease Extension Agreement, dated as of July 1, 1992, by and between CSX Transportation, Inc. ("Lessee") and State Street Bank and Trust of Connecticut, as Trustee ("Lessor"), relating to that certain Lease of Railroad Equipment ("Lease"), dated as of July 1, 1980, between Lessor and Lessee, recorded under Recordation No. 12079-B, and relating to that certain Lease Extension Agreement, dated as of December 31, 1990, recorded under Recordation No. 12079-E, extending the term of the Lease in respect of all, but not fewer than all, of the Units covered by the Lease.

Respectfully submitted,

By: 

John K. Maser III
Attorney-In-Fact

RECORDATION NO. 12079-H FILED 1992

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INTERSTATE COMMERCE COMMISSION

LEASE EXTENSION AGREEMENT

THIS LEASE EXTENSION AGREEMENT, dated as of the 1 st day of July, 1992, by and between CSX Transportation, Inc., formerly known as the Baltimore and Ohio Railroad Company, as Lessee, and STATE STREET BANK AND TRUST OF CONNECTICUT, as successor Trustee to The CONNECTICUT BANK AND TRUST COMPANY, as Trustee, Lessor under a Trust Agreement dated July 1, 1980 with GENERAL ELECTRIC CAPITAL CORPORATION, formerly known as General Electric Credit Corporation, as Owner.

WHEREAS, the Lessor and the Lessee have entered into an original Lease of Railroad Equipment, dated July 1, 1980 (as amended or supplemented to and including the date hereof, as the "Lease"), which Lease was originally filed and recorded with the Interstate Commerce Commission pursuant to Sec. 11303 of Title 49 of the U.S.C. on August 11, 1980, under recordation No. 12079-B, and

WHEREAS, the Lessor and the Lessee have entered into a previous LEASE EXTENSION AGREEMENT to the Lease, dated as of December 31, 1990, which was filed and recorded with the Interstate Commerce Commission pursuant to Sec. 11303 of Title 49 of the U.S.C. on April 2, 1991, under recordation No. 12079-E.

WHEREAS, the Lessor and the Lessee desire to extend the term of the Lease.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and conditions herein contained, and for other good and valuable consideration, the receipt and sufficiency whereof are hereby acknowledged, the Lessor and the Lessee hereby agree as follows:

1. Capitalized terms used herein and not defined shall have the respective meanings ascribed to such terms in the Lease.
2. The Lessor and the Lessee hereby extend the term of the Lease in respect to all, but not fewer than all, currently 89 Units covered by the Lease, for a eighteen (18) month period commencing on January 1, 1993, at rental payable in three (3) semiannual payments in arrears, payable on the first day of January and July in each year commencing on July 1, 1993, to and including July 1, 1994, each in an amount equal to \$1,590.00 per unit.
3. The Casualty Value of each Unit as of the payment date on which payment is to be made as aforesaid shall be that percentage of the Purchase Price of such Unit of 20% on January 1, 1993, 17% on July 1,

1993, 14% on January 1, 1994 and 11% on July 1, 1994.

4. On the expiration of this second extension Term, July 1, 1994, the Lessee shall have the option, exercisable by delivery of 45 days prior written notice to the Lessor, to purchase all, but not less than all, of the Units at the stated casualty value. Upon the Lessee's exercise of such option, the Lessor shall deliver a bill of sale for the Units.
5. Except as expressly extended and modified by the terms hereof, the Lease shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have executed or caused this instrument to be executed as of January 1, 1993.

Attest:

Joseph A. Dolan
Assistant Secretary

CSX TRANSPORTATION, Inc.,
as Lessee

By: A. B. Myler

Title: Treasurer

Date: 8.14.92

Attest:

D. J. Benson

By:

GENERAL ELECTRIC CAPITAL CORPORATION,
as Owner

Title: MBN-operations

Date: 8/25/92

Attest:

W. Stewart

STATE STREET BANK AND TRUST OF
CONNECTICUT, as successor Trustee to THE
CONNECTICUT BANK AND TRUST COMPANY,

By: Assistant Vice President

Title: Assistant Vice President

Date: 8/28/92