



Michael J. Baughman
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RECORDATION NO. 23047 FILED

AUG 15 '00 3-46 PM
TS
SURFACE TRANSPORTATION BOARD

August 10, 2000

VIA FEDERAL EXPRESS



Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001

Subject: Recordation of Locomotive Lease

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 Locomotive Master Lease Agreement and Supplement No. 1 (the "Locomotive Lease"), dated July 10, 2000 between General Electric Company ("Lessor") and CSX Transportation, Inc. ("Lessee"). This is a Primary filing.

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

LESSOR: General Electric Company
2901 East Lake Road
Building 14-500
Erie, Pennsylvania 16531

LESSEE: CSX Transportation, Inc.
500 Water Street
Jacksonville, FL 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 \$26.00 for the required recording fee.

The undersigned is Counsel to 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 14-500, Erie, Pennsylvania 16531.

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

PRIMARY DOCUMENT

Memorandum of Locomotive Master Lease Agreement and Supplement No. 1 dated July 10, 2000 between General Electric Company and CSX Transportation, Inc. relating to 75 General Electric Company Model AC4400 Diesel Electric Locomotives, bearing road numbers 422-496, inclusive.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "M. J. Baughman", with a long horizontal flourish extending to the right.

Enclosure

MEMORANDUM OF LOCOMOTIVE MASTER LEASE AGREEMENT

On the 10th day of July, 2000, 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 550 Water Street, Jacksonville, Florida 32202 ("Lessee"), entered into a Locomotive Master Lease Agreement, together with an attached Supplement No. 1, by which the General Electric Company Diesel Electric Locomotives described below were leased from Lessor to Lessee.

SUPPLEMENT NO. 1

<u>Road Numbers</u>	<u>Model</u>
422-496 (inclusive)	AC4400 CW

GENERAL ELECTRIC COMPANY

CSX TRANSPORTATION, INC.

By: Michael J. Abrams
Michael J. Abrams, General Manager

By: John W. Basso
John W. Basso, Vice President, Supply and Services Management and Corporate Services


Commonwealth of Pennsylvania }
County of Erie }

On this, the 10th day of July, 2000, before me, the undersigned officer, personally appeared Michael J. Abrams who acknowledged himself to be a General Manager of General Electric Company, a corporation, and that he as General Manager, being authorized to do so, executed the foregoing instrument for the purposes therein contained by signing the name of the corporation by himself as General Manager.

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

Carol A. Wahlen

My commission expires: _____
Notarial Seal
Carol A. Wahlen, Notary Public
Erie, Erie County
My Commission Expires Dec. 12, 2002
Member, Pennsylvania Association of Notaries

State of Florida }
County of _____ }

On this, the 25th day of July, 2000, before me, the undersigned officer, personally appeared John W. Basso who acknowledged himself to be the Vice President Supply and Services Management and Corporate Services of CSX Transportation, Inc., a corporation, and that he as Vice President Supply and Services Management and Corporate Services, 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 Supply and Services Management and Corporate Services.

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

Wanda K. Foster

My commission expires: _____
WANDA K. FOSTER
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC890368
EXPIRES 6/27/2002
BONDED THRU ASA 1-888-NOTARY1
Notary Public

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SCHEDULE I

Description of Locomotives

<u>Number of Locomotives</u>	<u>Type of Equipment</u>	<u>Road Numbers</u>
75	General Electric Model AC4400 Diesel Electric Locomotives	422 through 496 (inclusive)