

RECORDATION NO. 23310 FILED

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JAN 5 '01 9-09 AM
TS
SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

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

January 5, 2001

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 five (5) copies of a Memorandum of Locomotive Master Lease Agreement, dated as of December 22, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents.

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

Lessor: The CIT Group/Equipment Financing, Inc.
1211 Avenue of the Americas
New York, NY 10036

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

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

100 SD40-2 locomotives GCFX 3053 - GCFX 3102 and CEFX 3103 -
CEFX 3152

Mr. Vernon A. Williams
January 5, 2001
Page Two

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

Memorandum of Locomotive Master Lease Agreement between
The CIT Group/Equipment Financing, Inc., Lessor, and CSX
Transportation, Inc., Lessee covering 100 SD40-2 locomotives
GCFX 3053 - GCFX 3102 and CEFX 3103 -CEFX 3152

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LOCOMOTIVE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF LOCOMOTIVE MASTER LEASE AGREEMENT, dated as of this 22 day of December, 2000, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and CSX TRANSPORTATION, INC., a Virginia corporation, with an address at 550 Water Street, J-342, Jacksonville, Florida 32202 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Locomotive Master Lease Agreement (the "Lease"), dated as of September 1, 2000, covering the one hundred (100) locomotives remanufactured by ALSTOM Canada Inc. listed on Schedule A hereto (the "Equipment"); and

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease and Supplements No. 1 and No. 2 thereto, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease and Supplements No. 1 and No. 2, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: _____
Name: J. Thomas Barry
Title: VP

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CSX TRANSPORTATION, INC.

By: M. Ward
Name: Michael J. Ward
Title: President

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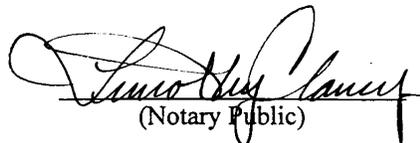
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SURFACE TRANSPORTATION BOARD

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STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On the 29th day of December, 2000, before me personally appeared J. Thomas Garry, to me personally known, who being by me duly sworn, says that s/he is a V.P. of THE CIT GROUP/EQUIPMENT FINANCING, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


(Notary Public)

TIMOTHY CLANCY
NOTARY PUBLIC, State of New York
No. 01CL5021469
Qualified in New York County
Commission Expires Dec. 13, 2001

STATE OF FLORIDA)
) ss.:
COUNTY OF DUVAL)

On the 22 day of December, 2000, before me personally appeared M. Ward, to me personally known, who being by me duly sworn, says that s/he is a President of CSX TRANSPORTATION, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and s/he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lorie Rogan
(Notary Public)



SCHEDULE A

Equipment

ITEM NO.	CIT ROAD MARKING NUMBER	TYPE	RATED H.P.
1	GCFX 3053	SD40-2 6 axles	3000
2	GCFX 3054	SD40-2 6 axles	3000
3	GCFX 3055	SD40-2 6 axles	3000
4	GCFX 3056	SD40-2 6 axles	3000
5	GCFX 3057	SD40-2 6 axles	3000
6	GCFX 3058	SD40-2 6 axles	3000
7	GCFX 3059	SD40-2 6 axles	3000
8	GCFX 3060	SD40-2 6 axles	3000
9	GCFX 3061	SD40-2 6 axles	3000
10	GCFX 3062	SD40-2 6 axles	3000
11	GCFX 3063	SD40-2 6 axles	3000
12	GCFX 3064	SD40-2 6 axles	3000
13	GCFX 3065	SD40-2 6 axles	3000
14	GCFX 3066	SD40-2 6 axles	3000
15	GCFX 3067	SD40-2 6 axles	3000
16	GCFX 3068	SD40-2 6 axles	3000
17	GCFX 3069	SD40-2 6 axles	3000
18	GCFX 3070	SD40-2 6 axles	3000
19	GCFX 3071	SD40-2 6 axles	3000
20	GCFX 3072	SD40-2 6 axles	3000
21	GCFX 3073	SD40-2 6 axles	3000
22	GCFX 3074	SD40-2 6 axles	3000
23	GCFX 3075	SD40-2 6 axles	3000
24	GCFX 3076	SD40-2 6 axles	3000
25	GCFX 3078	SD40-2 6 axles	3000

ITEM NO.	CIT ROAD MARKING NUMBER	TYPE	RATED H.P.
		axles	
26	GCFX 3077	SD40-2 6 axles	3000
27	GCFX 3079	SD40-2 6 axles	3000
28	GCFX 3080	SD40-2 6 axles	3000
29	GCFX 3081	SD40-2 6 axles	3000
30	GCFX 3082	SD40-2 6 axles	3000
31	GCFX 3083	SD40-2 6 axles	3000
32	GCFX 3084	SD40-2 6 axles	3000
33	GCFX 3085	SD40-2 6 axles	3000
34	GCFX 3086	SD40-2 6 axles	3000
35	GCFX 3087	SD40-2 6 axles	3000
36	GCFX 3088	SD40-2 6 axles	3000
37	GCFX 3089	SD40-2 6 axles	3000
38	GCFX 3090	SD40-2 6 axles	3000
39	GCFX 3091	SD40-2 6 axles	3000
40	GCFX 3092	SD40-2 6 axles	3000
41	GCFX 3093	SD40-2 6 axles	3000
42	GCFX 3095	SD40-2 6 axles	3000
43	GCFX 3094	SD40-2 6 axles	3000
44	GCFX 3096	SD40-2 6 axles	3000
45	GCFX 3097	SD40-2 6 axles	3000
46	GCFX 3098	SD40-2 6 axles	3000
47	GCFX 3099	SD40-2 6 axles	3000
48	GCFX 3100	SD40-2 6 axles	3000
49	GCFX 3101	SD40-2 6 axles	3000
50	GCFX 3102	SD40-2 6 axles	3000
51	CEFX 3103	SD40-2 6 axles	

ITEM NO.	CIT ROAD MARKING NUMBER	TYPE	RATED H.P.
52	CEFX 3104	SD40-2 6 axles	
53	CEFX 3105	SD40-2 6 axles	
54	CEFX 3106	SD40-2 6 axles	
55	CEFX 3107	SD40-2 6 axles	
56	CEFX 3108	SD40-2 6 axles	
57	CEFX 3109	SD40-2 6 axles	
58	CEFX 3110	SD40-2 6 axles	
59	CEFX 3111	SD40-2 6 axles	
60	CEFX 3112	SD40-2 6 axles	
61	CEFX 3113	SD40-2 6 axles	
62	CEFX 3114	SD40-2 6 axles	
63	CEFX 3115	SD40-2 6 axles	
64	CEFX 3116	SD40-2 6 axles	
65	CEFX 3117	SD40-2 6 axles	
66	CEFX 3118	SD40-2 6 axles	
67	CEFX 3119	SD40-2 6 axles	
68	CEFX 3120	SD40-2 6 axles	
69	CEFX 3121	SD40-2 6 axles	
70	CEFX 3122	SD40-2 6 axles	
71	CEFX 3123	SD40-2 6 axles	
72	CEFX 3124	SD40-2 6 axles	
73	CEFX 3125	SD40-2 6 axles	
74	CEFX 3126	SD40-2 6 axles	
75	CEFX 3127	SD40-2 6 axles	
76	CEFX 3128	SD40-2 6 axles	
77	CEFX 3129	SD40-2 6 axles	
78	CEFX 3130	SD40-2 6	

ITEM NO.	CIT ROAD MARKING NUMBER	TYPE	RATED H.P.
		axles	
79	CEFX 3131	SD40-2 6 axles	
80	CEFX 3132	SD40-2 6 axles	
81	CEFX 3133	SD40-2 6 axles	
82	CEFX 3134	SD40-2 6 axles	
83	CEFX 3135	SD40-2 6 axles	
84	CEFX 3136	SD40-2 6 axles	
85	CEFX 3137	SD40-2 6 axles	
86	CEFX 3138	SD40-2 6 axles	
87	CEFX 3139	SD40-2 6 axles	
88	CEFX 3140	SD40-2 6 axles	
89	CEFX 3141	SD40-2 6 axles	
90	CEFX 3142	SD40-2 6 axles	
91	CEFX 3143	SD40-2 6 axles	
92	CEFX 3144	SD40-2 6 axles	
93	CEFX 3145	SD40-2 6 axles	
94	CEFX 3146	SD40-2 6 axles	
95	CEFX 3147	SD40-2 6 axles	
96	CEFX 3148	SD40-2 6 axles	
97	CEFX 3149	SD40-2 6 axles	
98	CEFX 3150	SD40-2 6 axles	
99	CEFX 3151	SD40-2 6 axles	
100	CEFX 3152	SD40-2 6 axles	