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 FEDERAL ELECTION
 COMMISSION
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2003 MAR 11 A 10:38

March 10, 2003

Federal Election Commission
 999 E Street, NW
 Washington DC 20463

RE: Amendment of Statement of Organization
Horizon Lines Associates Good Government Fund - FEC# C00 385 179

Dear Sir or Madam:

Enclosed is FEC Form 1, filed on behalf of Horizon Lines Associates Good Government Fund ("Horizon Lines PAC"), amending its Statement of Organization. Horizon Lines PAC's original Statement of Organization was filed on February 21, 2003.

In transactions consummated on February 27, 2003 Delian Holdings, L.L.C. ("Delian") purchased a majority of the voting securities of Horizon Lines, LLC (formerly CSX Lines, LLC). Delian is an indirect subsidiary of Carlyle-Horizon Partners, L.P. an entity organized by and affiliated with TC Group, L.L.C. d/b/a The Carlyle Group ("Carlyle"). Carlyle is a global private equity firm based in Washington, D.C., which originates, structures and acts as lead equity investor in management-led buyouts, strategic minority equity investments, equity private placements, consolidations and build-ups, and growth capital financings through one of twenty-three different private equity funds. Each fund invests in approximately fifteen to thirty companies, not unlike a mutual fund. The companies are not directly managed by the fund. One such fund invested in Horizon Lines, LLC ("Horizon Lines") through Delian.

As a result of this acquisition, the Horizon Lines PAC has ceased to be affiliated with the CSX Corporation Good Government Fund. Horizon Lines PAC will not become affiliated with any other political committee of a company in which a Carlyle private equity fund invests. Under 11 CFR § 100.5(g)(2), "[a]ll committees ... established, financed, maintained or controlled by the same corporation, labor organization, person or group of persons, including any parent, subsidiary, branch, division, department, or local unit, thereof, are affiliated." Affiliated committees include "all of the committees established, financed, maintained or controlled by... a single corporation and/or its subsidiaries..." *Id.* at § 100.5(g)(3)(i).

I have been advised by Horizon Lines that Horizon Lines PAC will be maintained and controlled solely by Horizon Lines; that Administrative expenses will be paid solely by Horizon Lines and/or by contributors to the committee, and that no other person, partnership or corporation will provide any financial support for any activities of the committee and no other person, partnership or corporation will assert any control over its operations. I have been further

Federal Election Commission

March 10, 2003

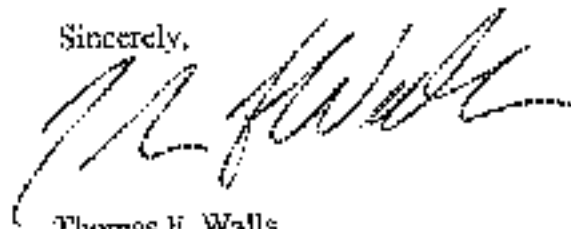
Page 2

advised that political committees that are maintained and financed by any other entity, including any entity owned or controlled by Delian or Carlyle will be operated independently of Horizon Lines PAC.

The FEC will consider a variety of factors in determining whether committees not described in § 100.5(g)(3) are affiliated, 11 CFR § 100.5(g)(4)(i). In our view, none of these other factors warrant a conclusion that the Horizon PAC will be affiliated with another political committee.

Please contact me at 202-857-2905 if you have any questions regarding affiliation issues or require additional information. Thank you.

Sincerely,



Thomas H. Walls

Enclosure

RECEIVED
FEC MAIL
OPERATIONS CENTER

03 MAR 10 P 4 23

FEC
FORM 1

STATEMENT OF ORGANIZATION

(See Instructions)

Office Use Only

1. NAME OF COMMITTEE (In full)

(Check if name is changed)

Example: If typing, type over the lines.

12FE4M5

Horizon Lines Associates Good Government Fund

Attn: Thomas Walls

ADDRESS (number and street)

(Check if address is changed)

1050 Connecticut Avenue, NW Suite 1200
Washington DC 20036-5317

CITY ▲

STATE ▲

ZIP CODE ▲

COMMITTEE'S E-MAIL ADDRESS

twalls@hwalls.com

mbblankenship@horizon-lines.com

kbowman@horizon-lines.com

COMMITTEE'S WEB PAGE ADDRESS (URL)

2. DATE 03 10 2003

3. FEC IDENTIFICATION NUMBER ▶

C 0 0 3 8 5 1 7 9

4. IS THIS STATEMENT

NEW (N)

OR

X

AMENDED (A)

I certify that I have examined this Statement and to the best of my knowledge and belief it is true, correct and complete.

Type or Print Name of Treasurer

Thomas F. Walls, Asst. Treasurer

Signature of Treasurer

Date 03 10 2003

NOTE: Submission of false, erroneous, or incomplete information may subject the person signing this Statement to the penalties of 2 U.S.C. §437g.

ANY CHANGE IN INFORMATION SHOULD BE REPORTED WITHIN 10 DAYS.

Office
Use
Only

For further information contact:
Federal Election Commission
Tel Free 800-424-9530
Loop 202-834-1100

FEC FORM 1
(Revised 1/01)

5. TYPE OF COMMITTEE (Check One)

- (a) This committee is a principal campaign committee. (Complete the candidate information below.)
- (b) This committee is an authorized committee, and is NOT a principal campaign committee. (Complete the candidate information below.)

Name of Candidate

Candidate Party Affiliation	Office Sought:	House	Senate	President	State District
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- (c) This committee supports/opposes only one candidate, and is NOT an authorized committee.

Name of Candidate

(d) This committee is a (National, State or subordinate) committee of the (Democratic, Republican, etc.) Party

- (e) This committee is a separate segregated fund.

- (f) This committee supports/opposes more than one Federal candidate, and is NOT a separate segregated fund or party committee.

8. Name of Any Connected Organization or Affiliated Committee

Horizon Lines, LLC

12101 Roxford Road
 Suite 350 West
 Charlotte, NC 28211 3487
 CITY ▲ STATE ▲ ZIP CODE ▲

Relationship

Type of Connected Organization:

- Corporation
- Corporation w/o Capital Stock
- Labor Organization
- Membership Organization
- Trade Association
- Cooperative

There are no affiliated committees; please see attached letter.

Write or Type Committee Name

7. Custodian of Records: Identify by name, address (phone number - optional) and position of the person in possession of committee books and records.

Full Name Treasurer
 Mailing Address
 Title or Position
 CITY STATE ZIP CODE
 Telephone number

8. Treasurer: List the name and address (phone number -- optional) of the treasurer of the committee; and the name and address of any designated agent (e.g., assistant treasurer).

Full Name of Treasurer Karen L. Bowman
 Mailing Address Horizon Lines, LLC
2101 Rexford Road Suite 350 West
Charlotte NC 28211 3487
 Title or Position
 CITY STATE ZIP CODE
Vice President Telephone number 704 973 7035

Full Name of Designated Agent Mark Blankenship (Assistant Treasurer)
 Mailing Address Horizon Lines, LLC
2101 Rexford Road Suite 350 West
Charlotte NC 28211 3487
 Title or Position
 CITY STATE ZIP CODE

Comptroller Telephone number 704 973 7041

NOTE: Mr. Blankenship is an ADDITIONAL Asst. Treasurer; Thomas Walls remains an Assistant Treasurer.

Federal Election Commission

ENVELOPE REPLACEMENT PAGE FOR INCOMING DOCUMENTS

The Commission has added this page to the end of this filing to indicate how it was received.

<input checked="" type="checkbox"/>	Hand Delivered		Date of Receipt <i>3/11/03</i>
<input type="checkbox"/>	First Class Mail		POSTMARKED
<input type="checkbox"/>	Registered/Certified Mail		POSTMARKED (R/C)
<input type="checkbox"/>	No Postmark		
<input type="checkbox"/>	Postmark illegible		
<input type="checkbox"/>	Received from the House office of Records and Registration		Date of Receipt
<input type="checkbox"/>	Received from the Senate Office of Public Records		Date of Receipt
<input type="checkbox"/>	Other (Specify):		Postmarked and/or Date of Receipt
<input type="checkbox"/>	Electronic Filing		
<i>GA</i> PREPARER		<i>3/11/03</i> DATE PREPARED	