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15433-A

LAW OFFICES

ALVORD AND ALVORD

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WASHINGTON, D.C.
20006-2973

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JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"

TELEPHONE
AREA CODE 202
393-2266

TELEX
440367 A AND A

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

ROBERT W. ALVORD*
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CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

RECORDATION NO. 15433-A
Filed 1228

JUN 23 1988 11:57 PM

INTERSTATE COMMERCE COMMISSION

June 23, 1988

8 175A051

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

JUN 23 1988
Date
Fee \$ 13.00

Dear Ms. McGee:

ICC Washington, D. C.

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of a Trust Indenture and Security Agreement Supplement dated June 23, 1988, a secondary document as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed document relates to the Trust Indenture and Security Agreement dated as of December 1, 1987 ("Trust Indenture") between the parties named below, which was duly filed and recorded on December 29, 1987 at 12:50 p.m. and assigned Recordation Number 15433.

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

Owner Trustee: Wilmington Trust Company
Rodney Square North
Wilmington, Delaware 19890

Indenture Trustee: Mercantile-Safe Deposit
(Secured Party) and Trust Company
P.O. Box 2258
Baltimore, Maryland 21203

The railroad equipment covered by the enclosed document consists of the railcars described by mark and numbers in Schedule X to the Trust Indenture, as revised by the deletion and addition of railcars set forth in Annex A and Annex B, respectively, attached hereto and made a part hereof.

Counterpart - C.T. Kanne

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
June 23, 1988
Page Two

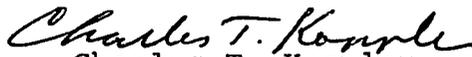
Also enclosed is a check in the amount of \$13 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Trust Indenture and Security Agreement Supplement dated June 23, 1988 between Wilmington Trust Company, Owner Trustee, and Mercantile-Safe Deposit and Trust Company, Indenture Trustee (Secured Party), covering revised schedule of seven hundred eighty-five (785) 100-ton, 52-foot gondola cars.

Very truly yours,


Charles T. Kappler

Enclosures

ANNEX A

BO 371017
371037
371069
371077
371102
371104
371194
371215
371268
371308
371345
371348
371375
371385
371396
371404
371415
371434
371440
371444
371461
371473
371474
371475
371480
371488
371493
371500
371513
371517
371524
371529
371553
371558
371564
371569

BO 371578
371584
371586
371589
371599
371603
371604
371611
371622
371627
371631
371645
371650
371656
371657
371658
371659
371661
371682
371683
371685
371689
371703
371711
371715
371721
371733
371750
371758
371764
371766
371769
371772
371795
371797
371799

ANNEX B

<u>CANDIDATE #</u>	<u>NEW #</u>	<u>CANDIDATE #</u>	<u>NEW #</u>
BO 370116	CSXT 704516	BO 370604	CSXT 704992
370121	704521	370625	705012
370127	704527	370633	705020
370181	704580	370635	705022
370226	704625	370640	705027
370242	704641	370642	705029
370293	704690	370669	705054
370311	704708	370685	705069
370321	704717	370697	705081
370330	704726	370699	705083
370336	704732	370719	705103
370356	704752	370721	705105
370374	704769	370732	705116
370386	704781	370735	705119
370398	704793	370755	705139
370407	704802	370759	705143
370409	704904	370774	705157
370411	704806	370793	705175
370423	704818	370794	705176
370425	704820	370799	705181
370426	704821	370819	705201
370450	704844	370851	705233
370457	704851	370878	705259
370458	704852	370879	705260
370481	704872	370893	705274
370493	704884	370896	705277
370506	704896	370899	705280
370508	704898	370906	705287
370523	704912	370911	705292
370545	704934	370918	705299
370562	704951	370949	705330
370566	704955	370958	705339
370575	704964	370961	705342
370598	704986	370967	705348
370600	704988	370992	705373
370601	704989	371080	705475

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

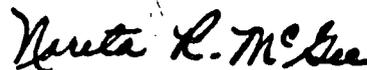
6/23/88

Charles T. Kappler
Alvord & Alvord
200 World Center Bldg.
918 16th Street N.W.
Washington, D.C. 20006

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/23/88 at 12:55PM, and assigned recordation number(s). 15433-A

Sincerely yours,



Secretary

Enclosure(s)

TRUST INDENTURE AND SECURITY AGREEMENT SUPPLEMENT dated June 23, 1988 between WILMINGTON TRUST COMPANY, not in its individual capacity but solely as owner trustee (herein called the "Owner Trustee") under the Trust Agreement dated as of December 1, 1987 (herein called the "Trust Agreement"), between the Owner Trustee and the Owner Participant named therein, and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Indenture Trustee, (the "Indenture Trustee").

RECORDATION NO. 15433-A FILED 1988

JUN 23 1988 - 12:11 PM

W I T N E S S E T H :

INTERSTATE COMMERCE COMMISSION

WHEREAS, the Trust Indenture and Security Agreement dated as of December 1, 1987 (herein called the "Indenture") between the Owner Trustee and the Indenture Trustee, provides for the execution and delivery of supplements thereto and Section 4.2(g) of the Participation Agreement referred to therein contemplates such a supplement which shall particularly describe any Replacement Equipment (such term and other defined terms in the Indenture being herein used with the same meanings) included in the Collateral, and shall specifically subject such Replacement Equipment to a security interest in favor of the Indenture Trustee.

WHEREAS, on December 29, 1988, the Indenture was duly recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. §11303 and assigned recordation number 15433.

NOW, THEREFORE, This Supplement Witnesseth, that, in consideration of the premises and of other good and valuable consideration, receipt whereof is hereby acknowledged, and in order to secure the payment of the principal of and interest and premium, if any, on the Notes according to their tenor and effect, and to secure the payment of all other Indebtedness and the performance and observance of all covenants and conditions in the Participation Agreement and the Lease and in the Notes and in the Indenture contained running in favor of the holders of the Notes or the Indenture Trustee, the Owner Trustee and the Indenture Trustee agree to amend Schedule X, to the Indenture by deleting from the list of the 785 100-ton, 52 foot gondolas contained in such Schedule X the 72 gondolas identified in Annex A hereto and substituting therefor the 72 100-ton, 52-foot gondolas identified in Annex B hereto. The Owner Trustee has granted and does hereby grant unto the Indenture Trustee, its successors and assigns, for the security and benefit of the holders of the Notes and the Indenture Trustee, in the trust created by the Indenture, a security interest in all of the right, title and interest of the Owner Trustee in, to and under the property identified in Annex B hereto, together with all accessories, equipment,

parts and appurtenances from time to time thereto belonging, owned by the Owner Trustee and appertaining or attached to said property, whether now owned or hereafter acquired by it.

Together with all substitutions, renewals or replacements of and additions, improvements, accessions and accumulations to any of the property above described, and all property which shall hereafter become physically attached to or incorporated in the property above described, to the extent the same are now owned by the Owner Trustee or shall hereafter be acquired by it.

As further security for the obligations referred to above and secured by the Indenture and hereby, the Owner Trustee has granted and does hereby grant, unto the Indenture Trustee, its successors and assigns, for the security and benefit of the holders of the Notes and the Indenture Trustee, in the trust created by the Indenture, a security interest in all of the right, title and interest of the Owner Trustee in, to and under the Lease Supplement of even date (other than Excepted Rights in Collateral, if any) covering the property described above.

TO HAVE AND TO HOLD all and singular the aforesaid property unto the Indenture Trustee, its successors and assigns, for the benefit and security of the holders of the Notes and the Indenture Trustee for the uses and purposes and subject to the terms and provisions set forth in the Indenture.

Simultaneously, the Indenture Trustee releases from the security interest and lien of the Indenture the 72 100-ton, 52-foot gondolas identified in Annex A hereto together with all accessories, equipment, parts and appurtenances from time to time thereto belonging, owned by the Owner Trustee and appertaining or attached to said property owned by the Owner Trustee, together with all additions, improvements, accessions and accumulations to any of the property above described, and all property which has become physically attached to or incorporated in the property above described, to the extent the same are owned by the Owner Trustee.

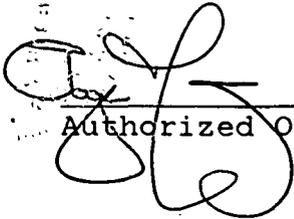
This Supplement shall be construed as supplemental to the Indenture and shall form a part thereof, and the Indenture is hereby incorporated by reference herein and is hereby ratified, approved and confirmed. This Supplement may be executed in any number of counterparts, each of which

shall be deemed an original and all of which shall constitute a single instrument.

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused this Supplement to be duly executed by one of their officers thereunto authorized as of the day and year first above written.

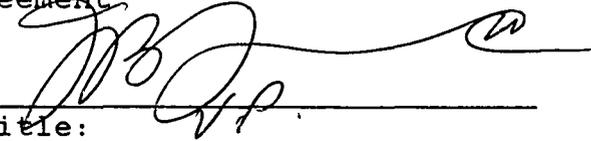
[Corporate Seal]

Attest:



Authorized Officer

WILMINGTON TRUST COMPANY,
not in its individual
capacity but solely as Owner
Trustee under the Trust
Agreement

By 

Title:

[Corporate Seal]

Attest:

Authorized Officer

MERCANTILE-SAFE DEPOSIT
AND TRUST COMPANY,
as Indenture Trustee

By _____
Title:

shall be deemed an original and all of which shall constitute a single instrument.

IN WITNESS WHEREOF, the Owner Trustee and the Indenture Trustee have caused this Supplement to be duly executed by one of their officers thereunto authorized as of the day and year first above written.

[Corporate Seal]

Attest:

Authorized Officer

WILMINGTON TRUST COMPANY,
not in its individual
capacity but solely as Owner
Trustee under the Trust
Agreement

By _____
Title:

[Corporate Seal]

Attest:

[Signature]
Authorized Officer

MERCANTILE-SAFE DEPOSIT
AND TRUST COMPANY,
as Indenture Trustee

By *[Signature]*
Title: VICE PRESIDENT

ANNEX A

80	371017	80	371578
	371037		371584
	371069		371586
	371077		371589
	371102		371599
	371104		371603
	371194		371604
	371215		371611
	371268		371622
	371308		371627
	371345		371631
	371348		371645
	371375		371650
	371385		371656
	371396		371657
	371404		371658
	371415		371659
	371434		371661
	371440		371682
	371444		371683
	371461		371685
	371473		371689
	371474		371703
	371475		371711
	371480		371715
	371488		371721
	371493		371733
	371500		371750
	371513		371758
	371517		371764
	371524		371766
	371529		371769
	371553		371772
	371558		371795
	371564		371797
	371569		371799

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