

#13
15434-A

LAW OFFICES

ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

RECORDATION NO. 15434-A FILED 2185

OF COUNSEL
JESS LARSON
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*
CARL C. DAVIS*
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

JUN 23 1988-1 22 PM

INTERSTATE COMMERCE COMMISSION

June 23, 1988

8 175A052

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

No. JUN 23 1988

Date

Fee \$ 13.00

ICC Washington, D. C.

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two fully executed copies of an Equipment Lease 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 Equipment Lease dated as of December 1, 1987 (the "Lease") between the parties named below, which was duly filed and recorded on December 29, 1987 at 12:50 p.m. and assigned Recordation Number 15434.

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

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

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

The railroad equipment covered by the enclosed document consists of the railcars described by mark and numbers in Schedule A to the Lease, 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.

Quarterpart - C.T. Kappler

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:

Equipment Lease Supplement dated June 23, 1988 between Wilmington Trust Company, as Owner Trustee, Lessor, and CSX Transportation, Inc., as Lessee, covering revised schedule of seven hundred eighty-five (785) 100-ton, 52-foot gondola cars.

Very truly yours,


Charles T. Kappler

Enclosures

ANNEX A

delete

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 *add*

<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 1:00PM, and assigned recordation number(s). 15434-A

Sincerely yours,

Norita R. McGee

Secretary

Enclosure(s)

JUN 23 1988-1 02 PM

Certain of the rights and interests of the ~~INTERSTATE COMMERCE COMMISSION~~ Lease Supplement are subject to a security interest in favor of Mercantile-Safe Deposit and Trust Company, as Indenture Trustee under a Trust Indenture and Security Agreement dated as of December 1, 1987, for the benefit of the holders of the Notes referred to therein. This Lease Supplement has been executed in several counterparts. Only the original counterpart contains the receipt therefor executed by Mercantile-Safe Deposit and Trust Company, Indenture Trustee, on the signature pages thereof. No security interest in the Lessor's rights and interests under this Lease Supplement may be created through the transfer or possession of any counterpart other than the original counterpart. THIS IS NOT THE ORIGINAL COUNTERPART.

THIS EQUIPMENT LEASE SUPPLEMENT dated June 23, 1988, between WILMINGTON TRUST COMPANY, not in its individual capacity but solely as Owner Trustee under a Trust Agreement dated as of December 1, 1987, ("Lessor") and CSX TRANSPORTATION, INC. ("Lessee").

Lessor and Lessee have heretofore entered into an Equipment Lease dated as of December 1, 1987 (as at any time amended, modified or supplemented, herein called the "Lease" and the terms defined therein being herein used with the same meanings), which provides for the execution of Lease supplements for the purpose of leasing the units of Equipment under the Lease as and when delivered by Lessor to Lessee in accordance with the terms thereof. The Lease has been filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on December 29, 1987, recordation number 15434.

NOW, THEREFORE, in consideration of the premises and other good and sufficient consideration, Lessor and Lessee hereby agree as follows:

deleted -
1. Lessee hereby delivers to Lessor and Lessor and Lessee hereby terminate the lease under the Lease of the Items of Equipment set forth in Annex A hereto.

added
2. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease, as herein supplemented, the Items of Equipment set forth in Annex B hereto.

3. The delivery date under the Lease of each unit of Equipment set forth in Annex A and Annex B is the date hereof.

4. Schedule A to the Lease is hereby amended by removing from the list of 785 100-ton, 52 foot gondolas contained in such Schedule the 72 gondolas identified in

Annex A hereto and substituting therefor the 72 100-ton, 52 foot gondolas identified in Annex B hereto.) ✓

5. All the provisions of the Lease are hereby incorporated by reference in this Lease Supplement, on and as of the date of this Lease Supplement, to the same extent as if fully set forth herein.

6. This Lease Supplement shall be governed by the laws of the State of New York; provided, however, that the parties hereto shall be entitled to all rights conferred by 49 U.S.C. § 11303.

7. This Lease 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, Lessor and Lessee have caused this Lease Supplement to be duly executed and delivered as of the date 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

Authorized Officer

[Corporate Seal]

Attest:

P. J. Hochmuth
Authorized Officer

CSX TRANSPORTATION, INC.

by

[Signature]
Authorized Officer

Annex A hereto and substituting therefor the 72 100-ton, 52 foot gondolas identified in Annex B hereto.

5. All the provisions of the Lease are hereby incorporated by reference in this Lease Supplement, on and as of the date of this Lease Supplement, to the same extent as if fully set forth herein.

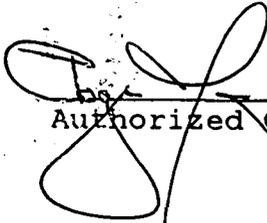
6. This Lease Supplement shall be governed by the laws of the State of New York; provided, however, that the parties hereto shall be entitled to all rights conferred by 49 U.S.C. § 11303.

7. This Lease 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, Lessor and Lessee have caused this Lease Supplement to be duly executed and delivered as of the date first above written.

[Corporate Seal]

Attest:



Authorized Officer

[Corporate Seal]

Attest:

Authorized Officer

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

by 

Authorized Officer

CSX TRANSPORTATION, INC.

by

Authorized Officer

* Receipt of the original counterpart of the foregoing Lease Supplement is hereby acknowledged on this ____ day of June, 1988.

[Corporate Seal]

MERCANTILE-SAFE DEPOSIT
AND TRUST COMPANY,
as Indenture Trustee,

Attest:

by

Authorized Officer

Title:

* This receipt executed in a single original counterpart.

STATE OF Delaware)
 : ss.:
COUNTY OF New Castle)

On this 22nd day of June, 1988, before me personally appeared William B. Sowden III to me personally known, who being by me duly sworn, says that he is the V.P. of WILMINGTON TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

Jayne J. Ramsey

My commission expires:

NOTARY PUBLIC
My Commission expires October 15, 1989

STATE OF MARYLAND)
 : ss.:
CITY OF BALTIMORE)

On this ____ day of June, 1988, before me personally appeared Denis J. Voisard, to me personally known, who being by me duly sworn, says that he is the Asst. Vice-President Equipment Unit of CSX TRANSPORTATION, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[NOTARIAL SEAL]

My commission expires:

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