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No. **8-119A030**

Date **APR 28 1988**

Fee \$ **13.00**

ICC Washington, D. C

2 HONEY LANE, CHEAPSIDE
LONDON EC2V 8BT, ENGLAND
TELEPHONE: 1-606-1421
RAPHAX/INFOTEC:
1-606-1425

RECORDATION NO. **15431-F**

APR 28 1988-9 10 AM

INTERSTATE COMMERCE COMMISSION

13.00 filing fee

April 28, 1988

Lease Supplement No. 2 Dated as of April 28, 1988
Supplementing the Lease of Railroad Equipment Agreement
Filed Under Recordation No. 15431-B

Dear Ms. McGee:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Meridian Trust Company for filing and recordation counterparts of the following document:

Lease Supplement No. 2, dated as of April 28, 1988, between Meridian Trust Company, as Owner Trustee, and The Connecticut National Bank, as LMX Trustee. The Lease Supplement No. 2 supplements the Lease of Railroad Agreement, dated as of December 22, 1987, previously filed and recorded with the Interstate Commerce Commission on December 29, 1987, at 12:30 P.M., Recordation Number 15431-B.

The aforementioned document is enclosed. The enclosed counterparts are signed and acknowledged by each of the present parties in interest to the document.

Please file and record the documents submitted with this letter and assign it Recordation Number 15431-B. *F*

Enclosed is a check for \$13.00 payable to the Interstate Commerce Commission for the recordation fee for the Amendment.

This one is 15431-F

Courtesy of A. H. Hanson

Please stamp all counterparts of the enclosed documents with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the documents be delivered to the bearer of this letter.

Very truly yours,


David M. Jacquin

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

Encls.

65A

15431-F

RECORDATION NO. 15431-F
FORM 1425

APR 28 1988-9 10 AM

INTERSTATE COMMERCE COMMISSION

Certain of the rights and interests of the Lessor under this Lease Supplement are subject to a security interest in favor of The Connecticut Bank and Trust Company, National Association, as Indenture Trustee under a Trust Indenture and Security Agreement dated as of December 22, 1987, for the benefit of the holders of the Secured Notes referred to therein. This Lease Supplement has been executed in several counterparts. Only the original counterpart contains the receipt therefor executed by The Connecticut Bank and Trust Company, National Association, 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 LEASE SUPPLEMENT NO.2 dated April 28, 1988, between MERIDIAN TRUST COMPANY, not in its individual capacity but solely as Owner Trustee under a Trust Agreement dated as of December 22, 1987, ("Lessor") and THE CONNECTICUT NATIONAL BANK, not in its individual capacity but solely as LMX Trustee under an LMX 1987 Trust Agreement dated as of December 22, 1987 ("Lessee").

Lessor and Lessee have heretofore entered into a Lease of Railroad Equipment dated as of December 22, 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 substantially in the form hereof 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 and Lease Supplement No. 1 dated December 29, 1987, have been filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on December 29, 1987, recordation numbers 15431-B and 15431-C, respectively, and deposited pursuant to Section 86 of the Railway Act of Canada on December 29, 1987.

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

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease, as herein supplemented, the units of Equipment set forth below:

Lessee's Road Numbers

Delivery Date

See Schedule I attached hereto.

2. The delivery date under the Lease of each unit of Equipment is the date set forth opposite its road number in Section 1 hereof.

3. 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.

4. 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 and Section 86 of the Railway Act of Canada.

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

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

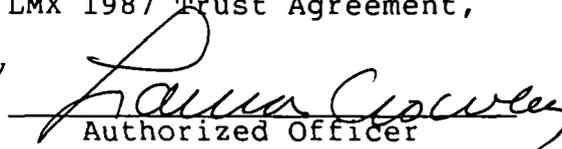
by



Authorized Officer

THE CONNECTICUT NATIONAL BANK,
not in its individual capacity
but solely as LMX Trustee under
the LMX 1987 Trust Agreement,

by


Authorized Officer

* Receipt of the original counterpart of the foregoing Lease Supplement is hereby acknowledged on this _____ day of _____

THE CONNECTICUT BANK AND TRUST
COMPANY, NATIONAL ASSOCIATION,
as Indenture Trustee,

by

Title:

* This receipt executed in a single original counterpart.

