

WILMER, CUTLER & PICKERING

RECORDATION NO. 15609-A 2445 M STREET, N. W.
WASHINGTON, D. C. 20037-1420

JUN 30 1988 - 11 24 AM

INTERNATIONAL TELEX: 440 239 WCPI UI
TELEX: 89-2402 WICRING WSH
TELEPHONE 202 663-6000

ALLEN H. HARRISON, JR. INTERSTATE COMMERCE COMMISSION

DIRECT LINE (202)

663-6093

EUROPEAN OFFICE
4 CARLTON GARDENS
PALL MALL
LONDON, SW1Y 5AA, ENGLAND
TELEPHONE 011-441-839-4466
TELEX: 8813918 WCPLDN
TELCOPY: 839-3537
CABLE ADDRESS: WICRING LONDON

June 30, 1988

No. ~~8~~ = 182A084

Date ~~JUN 30 1988~~

Recordation No. 15609

Fee \$ 13.00

ICC Washington, D.C.

Dear Ms. McGee:

On behalf of Nationwide Life Insurance Company, I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, executed counterparts of a secondary document, not previously recorded, entitled Security Agreement Supplement No. 1 ("Supplement") dated as of June 30, 1988. This Supplement relates to that certain Security Agreement dated as of March 1, 1988, recorded with the Interstate Commerce Commission on April 27, 1988 under Recordation No. 15609 and should be recorded thereunder using the next available letter which we believe will be -A.

W. Harrison
This one is 15609-A

The parties to the enclosed Supplement are:

Nationwide Life Insurance Company - Lender
(Secured Party)
One Nationwide Plaza - 33T
Columbus, Ohio 43216

Citicorp North America, Inc. - Lessor (Debtor)
601 Midland Avenue
Rye, New York 10580

JUN 30 11 44 AM '88

The said Supplement, among other things, provides for the sale by Lessor of its notes to Lender in order to finance the purchase of certain units of equipment and the granting by Lessor to Lender a security interest in the units and in a related lease.

The units of equipment covered by the Supplement are those covered hopper cars identified in Schedule A thereto, a copy attached hereto.

A short summary of the document to appear in the ICC Index is as follows:

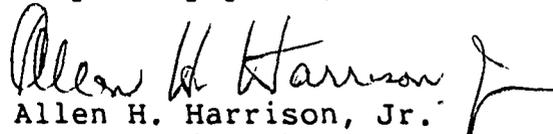
"Covers 188 added covered hopper cars"

Counterparts

Enclosed is a check in the amount of thirteen dollars (\$13) in payment of the filing fee.

Once the filing has been made, please return to bearer the stamped counterparts of the Supplement not needed for your files, together with the fee receipt, the letter from the ICC acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,


Allen H. Harrison, Jr.
Attorney for the purpose
of this filing for
Nationwide Life Insurance
Company.

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

Enclosures

AHH/iw

BY HAND

XXXXXXXXXX CARS = 188

INIT NUMBER	INIT NUMBER	INIT NUMBER	INIT NUMBER
CSXT 246172	CSXT 249243	CSXT 249334	CSXT 249431
CSXT 246521	CSXT 249244	CSXT 249335	CSXT 249433
CSXT 246531	CSXT 249246	CSXT 249336	CSXT 249434
CSXT 246555	CSXT 249248	CSXT 249338	CSXT 249435
CSXT 246584	CSXT 249249	CSXT 249343	CSXT 249436
CSXT 248169	CSXT 249250	CSXT 249344	CSXT 249438
CSXT 248278	CSXT 249251	CSXT 249346	CSXT 249442
CSXT 248297	CSXT 249253	CSXT 249351	CSXT 249446
CSXT 248301	CSXT 249256	CSXT 249352	CSXT 249447
CSXT 248375	CSXT 249258	CSXT 249357	CSXT 249448
CSXT 248410	CSXT 249259	CSXT 249358	CSXT 249450
CSXT 248411	CSXT 249260	CSXT 249359	CSXT 249452
CSXT 248413	CSXT 249262	CSXT 249360	CSXT 249453
CSXT 248414	CSXT 249263	CSXT 249361	CSXT 249460
CSXT 248415	CSXT 249264	CSXT 249362	CSXT 249461
CSXT 249190	CSXT 249267	CSXT 249365	CSXT 249462
CSXT 249192	CSXT 249268	CSXT 249367	CSXT 249465
CSXT 249193	CSXT 249269	CSXT 249368	CSXT 249466
CSXT 249194	CSXT 249270	CSXT 249369	CSXT 249468
CSXT 249196	CSXT 249273	CSXT 249370	CSXT 249469
CSXT 249197	CSXT 249274	CSXT 249372	CSXT 249472
CSXT 249199	CSXT 249275	CSXT 249375	CSXT 249473
CSXT 249200	CSXT 249276	CSXT 249376	CSXT 249474
CSXT 249203	CSXT 249277	CSXT 249377	CSXT 249475
CSXT 249204	CSXT 249278	CSXT 249379	CSXT 249476
CSXT 249206	CSXT 249280	CSXT 249384	CSXT 249478
CSXT 249207	CSXT 249281	CSXT 249385	CSXT 249480
CSXT 249208	CSXT 249284	CSXT 249388	CSXT 249481
CSXT 249209	CSXT 249285	CSXT 249390	CSXT 249482
CSXT 249210	CSXT 249289	CSXT 249393	CSXT 249485
CSXT 249212	CSXT 249290	CSXT 249395	CSXT 249487
CSXT 249213	CSXT 249291	CSXT 249399	CSXT 249488
CSXT 249217	CSXT 249297	CSXT 249400	
CSXT 249218	CSXT 249298	CSXT 249401	
CSXT 249219	CSXT 249299	CSXT 249403	
CSXT 249221	CSXT 249303	CSXT 249404	
CSXT 249222	CSXT 249306	CSXT 249408	
CSXT 249223	CSXT 249308	CSXT 249409	
CSXT 249224	CSXT 249310	CSXT 249411	
CSXT 249225	CSXT 249313	CSXT 249412	
CSXT 249226	CSXT 249315	CSXT 249413	
CSXT 249227	CSXT 249316	CSXT 249414	
CSXT 249228	CSXT 249318	CSXT 249415	
CSXT 249229	CSXT 249319	CSXT 249417	
CSXT 249231	CSXT 249320	CSXT 249418	
CSXT 249232	CSXT 249323	CSXT 249421	
CSXT 249234	CSXT 249327	CSXT 249422	
CSXT 249235	CSXT 249328	CSXT 249423	
CSXT 249236	CSXT 249329	CSXT 249425	
CSXT 249239	CSXT 249330	CSXT 249426	
CSXT 249240	CSXT 249331	CSXT 249428	
CSXT 249241	CSXT 249333	CSXT 249429	

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

June 30, 1988

ALLEN H. HARRISON, JR., ATTY.
WILMER, CUTLER & PICKERING
2845 M STREET, N.W.
WASHINGTON, D. C. 20037-1420

Dear

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/30/88 at 11:50 AM, and assigned recordation number(s). 15609-A, 15610-A and 15611-B

Sincerely yours,

Nesta R. McEwen

Secretary

Enclosure(s)

RECORDED NO. 15609-A
Filed 1428

JUN 30 1988 - 11 AM '88

INTERSTATE COMMERCE COMMISSION

SECURITY AGREEMENT SUPPLEMENT NO. 1

THIS SECURITY AGREEMENT SUPPLEMENT, dated June 30, 1988, of CITICORP NORTH AMERICA, INC., a Delaware corporation ("Lessor"), and of NATIONWIDE LIFE INSURANCE COMPANY, a Ohio corporation ("Lender"), under the Security Agreement dated as of March 1, 1988 ("Security Agreement") between Lessor and Lender.

W I T N E S S E T H

WHEREAS, capitalized terms herein are used as defined in Exhibit A to the Security Agreement;

WHEREAS, the Security Agreement provides for the execution and delivery of a supplement substantially in the form of this Supplement No. 1, which supplement shall particularly describe the Units included in the Lease, and shall specifically grant to the Lender a security interest in such Units; and

WHEREAS the Security Agreement relates to the Units described in the following paragraph and was recorded with the Interstate Commerce Commission on April 27, 1988 under Recordation No. 15609 and this Supplement No.1 is being filed for recordation on or promptly after the date of this Supplement No. 1, with the Interstate Commerce Commission.

NOW, THEREFORE, to secure the Indebtedness, Lessor has granted, bargained, sold, assigned, transferred, conveyed, mortgaged, pledged, granted a security interest in and confirmed, and does hereby grant, bargain, sell, assign, transfer, convey, mortgage, pledge, grant a security interest in and confirm to the Lender, its successors and assigns, the railcars described in Schedule A attached hereto (the "Delivered Units").

TO HAVE AND TO HOLD the aforesaid property to the Lender, its successors and assigns, and for the uses and purposes and subject to the terms and conditions set forth in the Security Agreement.

AND, FURTHER, Lessor, hereby acknowledges that the Delivered Units referred to in the aforesaid Certificate of Acceptance attached to and made a part of this Supplement No. 1 have been delivered to Lessor and are included in the property of Lessor covered by all the terms and conditions of the Security Agreement, subject to its pledge or mortgage under the Security Agreement.

This Supplement No. 1 shall be construed as supplemental to the Security Agreement and shall form a part thereof, and the Security Agreement is hereby incorporated by reference in this Supplement No. 1 and is hereby ratified, approved and confirmed.

This Supplement No. 1 is being delivered in the State of New York.

This Supplement No. 1 may be executed by Lessor and Lender in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same supplement.

IN WITNESS WHEREOF, Lessor and Lender have each caused this Supplement No. 1 to be duly executed by their respective, duly authorized officers as of the day and year first above written.

LESSOR:

CITICORP NORTH AMERICA, INC.

By *J. P. Miller*
Title: VICE PRESIDENT

LENDER:

NATIONWIDE LIFE INSURANCE COMPANY

By _____
Title:

State of New York)
County of New York) ss.

On this 20th day of JUNE, 1988, before me personally appeared Roger P. Miller, to me known or proven to be, who being by me duly sworn, says that he is a vice president of CITICORP NORTH AMERICA, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Thomas A. Matamoros
Notary Public

My commission expires:

THOMAS A. MATAMOROS
Notary Public, State of New York
No. 03-4723452
Qualified in New York County
Commission Expires November 30, 1988.

State of _____)
County of _____) ss.

On this ____ day of _____, 1988, before me personally appeared _____, to me known or proven to be, who being by me duly sworn, says that he is a _____ of NATIONWIDE LIFE INSURANCE COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires:

AND, FURTHER, Lessor, hereby acknowledges that the Delivered Units referred to in the aforesaid Certificate of Acceptance attached to and made a part of this Supplement No. 1 have been delivered to Lessor and are included in the property of Lessor covered by all the terms and conditions of the Security Agreement, subject to its pledge or mortgage under the Security Agreement.

This Supplement No. 1 shall be construed as supplemental to the Security Agreement and shall form a part thereof, and the Security Agreement is hereby incorporated by reference in this Supplement No. 1 and is hereby ratified, approved and confirmed.

This Supplement No. 1 is being delivered in the State of New York.

This Supplement No. 1 may be executed by Lessor and Lender in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same supplement.

IN WITNESS WHEREOF, Lessor and Lender have each caused this Supplement No. 1 to be duly executed by their respective, duly authorized officers as of the day and year first above written.

LESSOR: CITICORP NORTH AMERICA, INC.

By _____
Title:

LENDER: NATIONWIDE LIFE INSURANCE COMPANY

By  _____
Title:

Jeffrey G. Milburn
Vice President
Corporate Fixed-Income Securities

State of _____)
County of _____) ss.

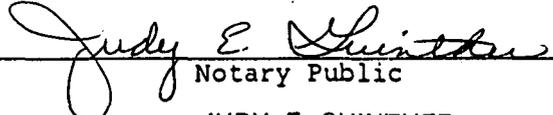
On this ____ day of _____, 1988, before me personally appeared _____, to me known or proven to be, who being by me duly sworn, says that he is a _____ of CITICORP NORTH AMERICA, INC., that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

My commission expires:

State of Ohio)
County of Franklin) ss.

On this 23rd day of June, 1988, before me personally appeared Jeffrey G. Milburn, to me known or proven to be, who being by me duly sworn, says that he is a Vice Pres. of NATIONWIDE LIFE INSURANCE COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires:

JUDY E. GUINThER
NOTARY PUBLIC - STATE OF OHIO
MY COMMISSION EXPIRES NOV. 7, 1989

**CERTIFICATE OF ACCEPTANCE
UNDER EQUIPMENT LEASE**

To: Citicorp North America, Inc., as Lessor ("Lessor")

I do hereby certify that I am a duly appointed and authorized representative of CSX TRANSPORTATION, INC. ("Lessee") under the Equipment Lease dated as of March 1, 1988 between Lessor and Lessee, and that I have received, approved and accepted delivery under the Lease of the following Units of Leased Equipment:

DATE ACCEPTED: June 30, 1988

NUMBER OF UNITS: 188

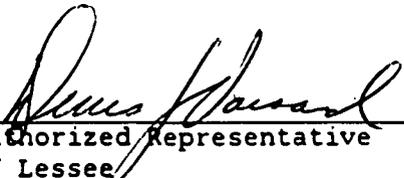
MARKED AND NUMBERED: As Shown on Schedule A hereto.

I do further certify that the foregoing Leased Equipment is in good order and condition, and conforms to the Specifications (as defined in the Lease) applicable thereto, that there is no defect in any of the foregoing Leased Equipment with respect to design, manufacture, condition or in any other respect, and that each Unit has been labeled by means of a plate or a stencil printed in contrasting colors upon each side of the Unit in letters not less than one inch in height as follows:

"OWNED BY A BANK OR TRUST COMPANY AND SUBJECT TO A SECURITY AGREEMENT,
EACH FILED WITH THE INTERSTATE COMMERCE COMMISSION"

The execution of this Certificate will in no way relieve or decrease the responsibility of any manufacturer, rebuilder or contractor for any warranties it has made with respect to the aforesaid Leased Equipment or any component thereof.

Dated: June 30, 1988.



Authorized Representative
of Lessee

XXXXXXXXX CARS = 188

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