9-184A104

CSX Equipment

100 North Charles Street
Baltimore, Maryland 21201

Secretary
Interstate Commerce Commission
Attention: Recordation Unit
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

June 29, 1989

RECORDATION NO. 15778-B FILED 1425

JUL 3 1989 -3 40 PM

INTERSTATE COMMERCE COMMISSION

Mrs. Mildred Lee:

On behalf of CSX Transportation, Inc., enclosed for filing and recording under 49 U.S.C. sec,11303(a) and the regulations promulgated thereunder, is one (1) executed original and (6) copies of a secondary document, not previously recorded, entitled AMENDMENT NO. 2 TO LEASE, dated as of June 21, 1989.

The parties to the enclosed amendment are:

Wilmington Trust Company
(as Owner Trustee)
Rodney Square North
Wilmington, DE 19890

CSX Transportation Inc.
(as Lessee)
100 North Charles Street
Baltimore, MD 21201

The enclosed document, among other things, amends the sections as enumerated therein of the Equipment Lease dated as of July 1, 1988 between Wilmington Trust Company, a Delaware banking corporation, as Owner Trustee ("Lessor") and CSX Transportation, Inc., as Lessee, which was originally recorded with the Interstate Commerce Commission on August 17, 1988, recordation No. 15779, and that Amendment No.1 to Lease, dated as of 12/1/88, and recorded on December 1, 1988, recordation No. 15770-A.

Enclosed is a check in the amount of $13.00 as payment for the filing fee.

Once the filing has been made, please return to the undersigned stamped copies of the AMENDMENT not needed for your files, together with the fee receipt, a copy of the letter from the ICC acknowledging the filing, and an extra copy of this letter of transmittal.

Very truly yours,

CSX Distribution Services, CSX Equipment, CSX Rail Transport and American Commercial Lines are units of CSX Transportation, Inc. and its affiliates.

cc: Mr. D.J. Voisard
Enclosures

CSX TRANSPORTATION

100 North Charles Street
Baltimore, Maryland 21201

9-184A104

COPY

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Secretary
Interstate Commerce Commission
Attention: Recordation Unit
12th Street & Constitution Avenue, N.W.
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cc: Mr. D.J. Voisard

7/6/89

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

Richardson Cole
CSX TRANSPORTATION
BBE,TREASURY DEPT.
100 NORTH CHARLES ST.
BALTIMORE, MD. 21217

Dear: Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/3/89, at 3:40PM, and assigned recordation number(s). 15779

Sincerely yours,

Noreta R. McGee

Noreta R. McGee
Secretary

Enclosure(s)

RECORDATION NO. 15779-B FILED 1425

JUL 3 1989 -3 40 PM

INTERSTATE COMMERCE COMMISSION

EXHIBIT B TO
EQUIPMENT LEASE

AMENDMENT NO. 2 TO LEASE

Reference is hereby made to the Equipment Lease dated as of July 1, 1988 ("Lease") between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("Lessor"), and CSX TRANSPORTATION, INC., a Virginia corporation ("Lessee"):

1. Basic Rent Factors. Confirming the final adjustment in Section 2.3 of the Lease, Lessor and Lessee agree on the following Basic Rent Factors and Lessor's Cost for the Delivered Units described below:

Units 712
described in Schedule A hereto:
Lessor's Cost
for each such car: $19,820.00

Rent Payment Date	Basic Rent Factors
7/89	7.05500
1/90	6.42986
7/90	4.16355
1/91	9.32131
7/91	3.65141
1/92	9.83345
7/92	3.34880
1/93	10.13606
7/93	3.01656
1/94	10.46829
7/94	14.40106
1/95	2.08043
7/95	15.03519
1/96	1.44630
7/96	15.73461
1/97	0.74688
7/97	15.98149
1/98	0.50000
7/98	15.55749
1/99	0.92400

2. Casualty Value Tables. Confirming the final adjustment provided for in Section 2.3 of the Lease, the Casualty Value table relating to the above-referenced Units is attached hereto as Schedule C.

3. Governing Law and Counterparts. The terms of this Amendment No. 2 to Lease and all rights and obligations of the parties hereto shall be governed by the laws of the State of New York. Such terms, rights and obligations may not be changed orally, but may be changed only by an agreement in writing signed by the party against whom enforcement of such change is sought. This Amendment No. 2 to Lease may be executed in any number of counterparts and by the parties hereto on separate counterparts, but all of such counterparts shall together constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 2 to Lease to be executed by their respective duly authorized officers.

Dated: June 21, 1989

WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Owner Trustee

By: _____
Title: Financial Services Officer

CSX TRANSPORTATION, INC.

By: _____
Title: AVP Treas - Equip

13/A20

STATE OF Delaware)
) SS:
COUNTY OF New Castle County)

On this 27th day of June, 1989, before me personally appeared Donna McLellan-Moran, known to me or so proven to be, who being by me duly sworn, says that he is the Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed 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.

Deborah A. Paine
Notary Public

My commission expires:
January 10, 1991

STATE OF Maryland)
) SS:
~~COUNTY~~ City OF Baltimore)

On this 28th day of June, 1989, before me personally appeared Denis J. Voisard, known to me or so proven to be, who being by me duly sworn, says that he is the Treasurer and AVP Finance-Equipment of CSX TRANSPORTATION, INC., that said instrument was signed 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.

H. Marlene McCafe
Notary Public

My commission expires: MY COMMISSION EXPIRES JULY 1, 1990

13/A21

SCHEDULE C TO
EQUIPMENT LEASE

SCHEDULE OF CASUALTY VALUES FOR EACH UNIT

RENT PAYMENT DATE	PERCENTAGE OF LESSOR'S COST
7-2-89	107.05013
1-2-90	105.71678
7-2-90	106.17234
1-2-91	101.39018
7-2-91	101.79588
1-2-92	96.03142
7-2-92	96.29417
1-2-93	89.84051
7-2-93	90.05908
1-2-94	82.91767
7-2-94	71.39041
1-2-95	71.74072
7-2-95	59.11453
1-2-96	59.67957
7-2-96	46.02510
1-2-97	46.99913
7-2-97	32.88975
1-2-98	33.90625
7-2-98	20.02177
1-2-99	20.00000

SCHEDULE A

COLUMBIA WILLAMETTE-CSXT LEASE DATED JULY 1, 1988

INIT	NUMBER	INIT	NUMBER	INIT	NUMBER	INIT	NUMBER
CSXT	804174	CSXT	804300	CSXT	804419	CSXT	804523
CSXT	804178	CSXT	804301	CSXT	804420	CSXT	804529
CSXT	804182	CSXT	804303	CSXT	804421	CSXT	804530
CSXT	804183	CSXT	804304	CSXT	804422	CSXT	804531
CSXT	804184	CSXT	804305	CSXT	804424	CSXT	804532
CSXT	804185	CSXT	804306	CSXT	804428	CSXT	804533
CSXT	804186	CSXT	804307	CSXT	804429	CSXT	804534
CSXT	804190	CSXT	804316	CSXT	804430	CSXT	804535
CSXT	804191	CSXT	804317	CSXT	804431	CSXT	804539
CSXT	804193	CSXT	804318	CSXT	804436	CSXT	804540
CSXT	804196	CSXT	804321	CSXT	804439	CSXT	804541
CSXT	804198	CSXT	804322	CSXT	804440	CSXT	804542
CSXT	804200	CSXT	804328	CSXT	804444	CSXT	804543
CSXT	804201	CSXT	804330	CSXT	804445	CSXT	804545
CSXT	804208	CSXT	804331	CSXT	804446	CSXT	804546
CSXT	804211	CSXT	804332	CSXT	804447	CSXT	804547
CSXT	804215	CSXT	804333	CSXT	804448	CSXT	804548
CSXT	804222	CSXT	804338	CSXT	804449	CSXT	804549
CSXT	804223	CSXT	804342	CSXT	804450	CSXT	804550
CSXT	804225	CSXT	804346	CSXT	804451	CSXT	804551
CSXT	804227	CSXT	804348	CSXT	804452	CSXT	804552
CSXT	804229	CSXT	804351	CSXT	804454	CSXT	804554
CSXT	804231	CSXT	804353	CSXT	804455	CSXT	804556
CSXT	804234	CSXT	804358	CSXT	804457	CSXT	804557
CSXT	804235	CSXT	804360	CSXT	804462	CSXT	804558
CSXT	804236	CSXT	804361	CSXT	804465	CSXT	804561
CSXT	804238	CSXT	804365	CSXT	804466	CSXT	804562
CSXT	804244	CSXT	804366	CSXT	804467	CSXT	804567
CSXT	804246	CSXT	804367	CSXT	804468	CSXT	804576
CSXT	804248	CSXT	804369	CSXT	804469	CSXT	804579
CSXT	804249	CSXT	804371	CSXT	804473	CSXT	804582
CSXT	804251	CSXT	804373	CSXT	804475	CSXT	804584
CSXT	804254	CSXT	804376	CSXT	804476	CSXT	804585
CSXT	804255	CSXT	804380	CSXT	804480	CSXT	804586
CSXT	804259	CSXT	804381	CSXT	804482	CSXT	804587
CSXT	804260	CSXT	804383	CSXT	804483	CSXT	804588
CSXT	804261	CSXT	804384	CSXT	804485	CSXT	804592
CSXT	804262	CSXT	804390	CSXT	804489	CSXT	804593
CSXT	804267	CSXT	804391	CSXT	804493	CSXT	804594
CSXT	804268	CSXT	804392	CSXT	804494	CSXT	804600
CSXT	804270	CSXT	804394	CSXT	804495	CSXT	804602
CSXT	804271	CSXT	804399	CSXT	804499	CSXT	804605
CSXT	804273	CSXT	804401	CSXT	804501	CSXT	804606
CSXT	804279	CSXT	804402	CSXT	804502	CSXT	804607
CSXT	804280	CSXT	804403	CSXT	804503	CSXT	804610
CSXT	804281	CSXT	804406	CSXT	804509	CSXT	804611
CSXT	804282	CSXT	804409	CSXT	804510	CSXT	804615
CSXT	804289	CSXT	804411	CSXT	804513	CSXT	804616
CSXT	804290	CSXT	804412	CSXT	804514	CSXT	804617
CSXT	804291	CSXT	804415	CSXT	804517	CSXT	804619
CSXT	804293	CSXT	804417	CSXT	804518	CSXT	804624
CSXT	804296	CSXT	804418	CSXT	804522	CSXT	804626

INIT	NUMBER	INIT	NUMBER	INIT	NUMBER	INIT	NUMBER
CSXT	804632	CSXT	804735	CSXT	804844	CSXT	804967
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CSXT	804635	CSXT	804740	CSXT	804850	CSXT	804972
CSXT	804636	CSXT	804741	CSXT	804853	CSXT	804973
CSXT	804637	CSXT	804743	CSXT	804854	CSXT	804974
CSXT	804638	CSXT	804745	CSXT	804857	CSXT	804975
CSXT	804639	CSXT	804749	CSXT	804861	CSXT	804976
CSXT	804640	CSXT	804752	CSXT	804862	CSXT	804980
CSXT	804642	CSXT	804754	CSXT	804863	CSXT	804981
CSXT	804643	CSXT	804764	CSXT	804864	CSXT	804983
CSXT	804644	CSXT	804769	CSXT	804866	CSXT	804984
CSXT	804649	CSXT	804770	CSXT	804868	CSXT	804985
CSXT	804651	CSXT	804771	CSXT	804869	CSXT	804987
CSXT	804653	CSXT	804772	CSXT	804872	CSXT	804989
CSXT	804657	CSXT	804773	CSXT	804873	CSXT	804992
CSXT	804658	CSXT	804775	CSXT	804875	CSXT	804996
CSXT	804659	CSXT	804776	CSXT	804878	CSXT	804998
CSXT	804661	CSXT	804780	CSXT	804880	CSXT	805000
CSXT	804662	CSXT	804781	CSXT	804883	CSXT	805001
CSXT	804663	CSXT	804783	CSXT	804888	CSXT	805004
CSXT	804667	CSXT	804784	CSXT	804889	CSXT	805008
CSXT	804669	CSXT	804787	CSXT	804893	CSXT	805009
CSXT	804670	CSXT	804789	CSXT	804894	CSXT	805012
CSXT	804672	CSXT	804791	CSXT	804897	CSXT	805013
CSXT	804673	CSXT	804793	CSXT	804900	CSXT	805014
CSXT	804675	CSXT	804794	CSXT	804904	CSXT	805017
CSXT	804676	CSXT	804795	CSXT	804906	CSXT	805019
CSXT	804677	CSXT	804796	CSXT	804907	CSXT	805020
CSXT	804681	CSXT	804797	CSXT	804913	CSXT	805021
CSXT	804682	CSXT	804801	CSXT	804915	CSXT	805022
CSXT	804684	CSXT	804802	CSXT	804916	CSXT	805023
CSXT	804685	CSXT	804803	CSXT	804919	CSXT	805024
CSXT	804690	CSXT	804804	CSXT	804920	CSXT	805030
CSXT	804696	CSXT	804805	CSXT	804922	CSXT	805034
CSXT	804699	CSXT	804806	CSXT	804923	CSXT	805035
CSXT	804701	CSXT	804807	CSXT	804927	CSXT	805036
CSXT	804702	CSXT	804808	CSXT	804929	CSXT	805037
CSXT	804704	CSXT	804810	CSXT	804930	CSXT	805038
CSXT	804708	CSXT	804813	CSXT	804931	CSXT	805039
CSXT	804712	CSXT	804814	CSXT	804933	CSXT	805040
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CSXT	804722	CSXT	804819	CSXT	804945	CSXT	805053
CSXT	804723	CSXT	804821	CSXT	804946	CSXT	805054
CSXT	804725	CSXT	804822	CSXT	804949	CSXT	805056
CSXT	804726	CSXT	804827	CSXT	804950	CSXT	805061
CSXT	804727	CSXT	804831	CSXT	804952	CSXT	805062
CSXT	804729	CSXT	804832	CSXT	804955	CSXT	805064
CSXT	804730	CSXT	804837	CSXT	804957	CSXT	805066
CSXT	804732	CSXT	804841	CSXT	804963	CSXT	805067
CSXT	804733	CSXT	804843	CSXT	804966	CSXT	805068

INIT NUMBER	INIT NUMBER	INIT NUMBER	INIT NUMBER
CSXT 805069			
CSXT 805070			
CSXT 805071			
CSXT 805072			
CSXT 805075			
CSXT 805076			
CSXT 805078			
CSXT 805081			
CSXT 805086			
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CSXT 805092			
CSXT 805093			
CSXT 805094			
CSXT 805097			
CSXT 805098			
CSXT 805100			
CSXT 805101			
CSXT 805102			
CSXT 805103			
CSXT 805105			
CSXT 805108			
CSXT 805109			
CSXT 805110			

INIT NUMBER	INIT NUMBER	INIT NUMBER	INIT NUMBER
CSXT 811220	CSXT 811370	CSXT 811551	CSXT 811731
CSXT 811223	CSXT 811374	CSXT 811552	CSXT 811734
CSXT 811228	CSXT 811376	CSXT 811554	CSXT 811739
CSXT 811229	CSXT 811378	CSXT 811558	CSXT 811740
CSXT 811235	CSXT 811385	CSXT 811561	CSXT 811741
CSXT 811236	CSXT 811387	CSXT 811566	CSXT 811749
CSXT 811240	CSXT 811392	CSXT 811570	CSXT 811754
CSXT 811243	CSXT 811399	CSXT 811571	CSXT 811760
CSXT 811246	CSXT 811400	CSXT 811578	CSXT 811761
CSXT 811249	CSXT 811403	CSXT 811581	CSXT 811763
CSXT 811250	CSXT 811405	CSXT 811587	CSXT 811764
CSXT 811252	CSXT 811408	CSXT 811596	CSXT 811765
CSXT 811253	CSXT 811414	CSXT 811597	CSXT 811766
CSXT 811254	CSXT 811416	CSXT 811602	CSXT 811771
CSXT 811257	CSXT 811417	CSXT 811603	CSXT 811773
CSXT 811258	CSXT 811420	CSXT 811605	CSXT 811777
CSXT 811263	CSXT 811424	CSXT 811606	CSXT 811778
CSXT 811265	CSXT 811428	CSXT 811607	CSXT 811784
CSXT 811270	CSXT 811431	CSXT 811610	CSXT 811793
CSXT 811271	CSXT 811434	CSXT 811619	CSXT 811800
CSXT 811275	CSXT 811436	CSXT 811623	CSXT 811803
CSXT 811277	CSXT 811441	CSXT 811630	CSXT 811804
CSXT 811280	CSXT 811446	CSXT 811632	CSXT 811814
CSXT 811288	CSXT 811448	CSXT 811634	CSXT 811819
CSXT 811290	CSXT 811452	CSXT 811635	CSXT 811822
CSXT 811296	CSXT 811455	CSXT 811638	CSXT 811827
CSXT 811297	CSXT 811463	CSXT 811640	CSXT 811828
CSXT 811299	CSXT 811464	CSXT 811647	CSXT 811836
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CSXT 811309	CSXT 811477	CSXT 811657	CSXT 811846
CSXT 811312	CSXT 811482	CSXT 811658	CSXT 811850
CSXT 811314	CSXT 811484	CSXT 811659	CSXT 811854
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CSXT 811330	CSXT 811509	CSXT 811684	CSXT 811873
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CSXT 811337	CSXT 811512	CSXT 811700	CSXT 811876
CSXT 811343	CSXT 811513	CSXT 811705	CSXT 811879
CSXT 811351	CSXT 811515	CSXT 811708	CSXT 811880
CSXT 811352	CSXT 811516	CSXT 811709	CSXT 811881
CSXT 811354	CSXT 811519	CSXT 811710	CSXT 811884
CSXT 811358	CSXT 811535	CSXT 811716	CSXT 811887
CSXT 811359	CSXT 811537	CSXT 811718	CSXT 811892
CSXT 811362	CSXT 811540	CSXT 811719	CSXT 811895
CSXT 811363	CSXT 811542	CSXT 811722	CSXT 811896
CSXT 811365	CSXT 811544	CSXT 811729	CSXT 811898

INIT NUMBER	INIT NUMBER	INIT NUMBER	INIT NUMBER
CSXT 804175	CSXT 806066		
CSXT 804188	CSXT 806078	CSXT 811901	
CSXT 804209	CSXT 806085	CSXT 811903	
CSXT 804226	CSXT 806098	CSXT 811905	
CSXT 804245	CSXT 806106	CSXT 811909	
CSXT 804252	CSXT 806111	CSXT 811916	
CSXT 804258	CSXT 806117	CSXT 811917	
CSXT 804274	CSXT 806122	CSXT 811919	
CSXT 804302	CSXT 806190		
CSXT 804320	CSXT 806200		
CSXT 804326	CSXT 806237		
CSXT 804337	CSXT 806245		
CSXT 804345			
CSXT 804354			
CSXT 804375			
CSXT 804398			
CSXT 804405			
CSXT 804416			
CSXT 804425			
CSXT 804459			
CSXT 804486			
CSXT 804487			
CSXT 804524			
CSXT 804525			
CSXT 804599			
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CSXT 804746			
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CSXT 804828			
CSXT 804870			
CSXT 804941			
CSXT 804965			
CSXT 804991			
CSXT 805007			
CSXT 805028			
CSXT 805042			
CSXT 805055			
CSXT 805079			