

15788-D

13

WHITE & CASE

1747 PENNSYLVANIA AVENUE, N.W.
WASHINGTON, D.C.
333 SOUTH HOPE STREET, LOS ANGELES
200 SOUTH BISCAYNE BOULEVARD, MIAMI
20 PLACE VENDÔME, PARIS
66 GRESHAM STREET, LONDON

1155 AVENUE OF THE AMERICAS
NEW YORK, NEW YORK 10036
(212) 819-8200
TELEX: 126201

20-5, ICHIBANCHO, CHIYODA-KU, TOKYO
15 QUEEN'S ROAD CENTRAL, HONG KONG
50 RAFFLES PLACE, SINGAPORE
BIRGER JARLSGATAN 14, STOCKHOLM
CUMHURİYET CADDESİ 12/10, İSTANBUL
ZIYA ÜRRAHMAN CADDESİ 17/5, ANKARA

No. **8-335A013**

Date **NOV 30 1988**

November 30, 1988

Fee \$ **13⁰⁰**

ICC Washington, D.C.

GJC:CEJ

RECORDATION NO. **15788-D**
FILED 1988

re Documents for Recordation, 49 USC Section 11303 **NOV 30 1988-12 25 PM**

INTERSTATE COMMERCE COMMISSION

Heather J. Gradison, Chairman
Interstate Commerce Commission
12th Street & Constitution Avenue N.W.
Washington, D.C. 20423

NOV 30 12 29 PM '88
RECEIVED
FOTON OPERATIONS UNIT

Dear Ms. Gradison:

Enclosed herewith are an original and 2 counterparts of the document described below, to be recorded today pursuant to Section 11303 of Title 49 of the U.S. Code.

This document, identified as "Lease and Security Agreement Supplement No. 3", is a secondary document dated November 30, 1988. The primary documents to which this is connected are the Equipment Lease Agreement and the Loan and Security Agreement recorded under Recordation Nos. 15788 and 15788A respectively on August 25, 1988.

The names and addresses of the parties to the document are as follows:

LESSOR/OWNER: Wilmington Trust Company
TRUSTEE Rodney Square North
Wilmington, DE 19890

LESSEE: CSX Transportation, Inc.
100 N. Charles Street
Baltimore, MD 21201

County of... CT. Koppeler

LENDERS: The Prudential Insurance
 Company of America
 Pruco Life Insurance Company
 c/o Prudential Capital
 Corporation
 Three Gateway Center
 Newark, NJ 07102

A description of the equipment covered by the document is attached hereto as Schedule A.

A short summary of the document to appear in the Index should be as follows:

Lease and Security Agreement Supplement No. 3 to the Equipment Lease Agreement and the Loan and Security Agreement with Recordations Nos. 15788 and 15788A, dated November 30, 1988 among Wilmington Trust Company, not in its individual capacity but as Lessor/Owner Trustee, CSX Transportation, Inc., Lessee and The Prudential Insurance Company of America and Pruco Life Insurance Company, Lenders, covering 140 open top hopper railcars (100 ton), from series identified by the Lessee as CSXT 810981 to CSXT 814743.

A check for the required recordation fee of \$13.00 is enclosed. Please return the originals and any extra copies not needed by the Commission for recordation to the undersigned.

The undersigned certifies that he is acting as counsel to The Prudential Insurance Company of America and

Heather J. Gradison, Chairman

-3-

Pruco Life Insurance Company, Lenders, for purposes of this filing and that he has knowledge of the matter set forth in the above-described documents.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Gad J. Cohen".

Gad J. Cohen, Esq.

Enclosures

cc: Sylvia Fung Chin, Esq.
Clifford J. Hendel, Esq.

Schedule A

HILLMAN CARS = 140

OLD		NEW		OLD		NEW	
INIT	NUMBER	-	INIT NUMBER	INIT NUMBER	-	INIT NUMBER	INIT NUMBER
CO	61705	-	CSXT 810981	CO	77615	-	CSXT 813483
CO	61717	-	CSXT 810993	CO	77623	-	CSXT 813488
CO	61728	-	CSXT 811004	CO	77672	-	CSXT 813537
CO	61748	-	CSXT 811022	CO	77681	-	CSXT 813546
CO	61768	-	CSXT 811041	CO	77704	-	CSXT 813568
CO	61774	-	CSXT 811046	CO	77719	-	CSXT 813583
CO	61787	-	CSXT 811059	CO	77727	-	CSXT 813591
CO	61826	-	CSXT 811095	CO	77736	-	CSXT 813600
CO	61828	-	CSXT 811096	CO	77743	-	CSXT 813607
CO	77016	-	CSXT 812907	CO	77753	-	CSXT 813617
CO	77038	-	CSXT 812928	CO	77758	-	CSXT 813622
CO	77041	-	CSXT 812931	CO	77766	-	CSXT 813629
CO	77068	-	CSXT 812958	CO	77791	-	CSXT 813652
CO	77086	-	CSXT 812976	CO	77797	-	CSXT 813658
CO	77091	-	CSXT 812980	CO	77810	-	CSXT 813667
CO	77111	-	CSXT 813000	CO	77819	-	CSXT 813678
CO	77117	-	CSXT 813006	CO	77823	-	CSXT 813682
CO	77128	-	CSXT 813017	CO	77824	-	CSXT 813683
CO	77150	-	CSXT 813036	CO	77841	-	CSXT 813699
CO	77163	-	CSXT 813049	CO	77851	-	CSXT 813709
CO	77175	-	CSXT 813061	CO	77869	-	CSXT 813726
CO	77187	-	CSXT 813073	CO	77891	-	CSXT 813745
CO	77194	-	CSXT 813080	CO	77917	-	CSXT 813768
CO	77205	-	CSXT 813091	CO	77923	-	CSXT 813774
CO	77238	-	CSXT 813122	CO	77928	-	CSXT 813779
CO	77246	-	CSXT 813130	CO	77935	-	CSXT 813786
CO	77257	-	CSXT 813140	CO	77964	-	CSXT 813814
CO	77261	-	CSXT 813143	CO	77973	-	CSXT 813821
CO	77264	-	CSXT 813146	CO	77974	-	CSXT 813822
CO	77284	-	CSXT 813165	CO	77986	-	CSXT 813834
CO	77297	-	CSXT 813176	CO	78006	-	CSXT 813854
CO	77305	-	CSXT 813184	CO	78008	-	CSXT 813856
CO	77313	-	CSXT 813192	CO	78013	-	CSXT 813861
CO	77322	-	CSXT 813201	CO	78027	-	CSXT 813874
CO	77327	-	CSXT 813206	CO	78045	-	CSXT 813891
CO	77357	-	CSXT 813234	CO	78063	-	CSXT 813909
CO	77364	-	CSXT 813241	CO	78065	-	CSXT 813911
CO	77374	-	CSXT 813250	CO	78101	-	CSXT 813947
CO	77379	-	CSXT 813255	CO	78120	-	CSXT 813966
CO	77392	-	CSXT 813268	CO	78135	-	CSXT 813980
CO	77394	-	CSXT 813270	CO	78164	-	CSXT 814008
CO	77432	-	CSXT 813308	CO	78191	-	CSXT 814035
CO	77437	-	CSXT 813313	CO	78195	-	CSXT 814039
CO	77467	-	CSXT 813341	CO	78204	-	CSXT 814048
CO	77525	-	CSXT 813394	CO	78213	-	CSXT 814057
CO	77530	-	CSXT 813399	CO	78235	-	CSXT 814079
CO	77531	-	CSXT 813400	CO	78252	-	CSXT 814096
CO	77534	-	CSXT 813403	CO	78253	-	CSXT 814097
CO	77574	-	CSXT 813440	CO	78275	-	CSXT 814114
CO	77589	-	CSXT 813454	CO	78279	-	CSXT 814118
CO	77598	-	CSXT 813463	CO	78310	-	CSXT 814148
CO	77599	-	CSXT 813464	CO	78315	-	CSXT 814152

Schedule A

HILLMAN CARS = 140

OLD INIT NUMBER	-	NEW INIT NUMBER	OLD INIT NUMBER	-	NEW INIT NUMBER
CO	78322	- CSXT	814159		
CO	78330	- CSXT	814166		
CO	78341	- CSXT	814176		
CO	78342	- CSXT	814177		
CO	78352	- CSXT	814187		
CO	78368	- CSXT	814202		
CO	78383	- CSXT	814215		
CO	78402	- CSXT	814233		
CO	78424	- CSXT	814254		
CO	78452	- CSXT	814279		
CO	78456	- CSXT	814293		
CO	78555	- CSXT	814376		
CO	78570	- CSXT	814390		
CO	78589	- CSXT	814408		
CO	78609	- CSXT	814428		
CO	78642	- CSXT	814460		
CO	78653	- CSXT	814471		
CO	78658	- CSXT	814476		
CO	78665	- CSXT	814482		
CO	78751	- CSXT	814562		
CO	78756	- CSXT	814567		
CO	78768	- CSXT	814579		
CO	78781	- CSXT	814590		
CO	78783	- CSXT	814592		
CO	78796	- CSXT	814605		
CO	78808	- CSXT	814615		
CO	78827	- CSXT	814634		
CO	78856	- CSXT	814663		
CO	78864	- CSXT	814671		
CO	78877	- CSXT	814683		
CO	78890	- CSXT	814694		
CO	78905	- CSXT	814709		
CO	78907	- CSXT	814711		
CO	78928	- CSXT	814731		
CO	78934	- CSXT	814736		
CO	78942	- CSXT	814743		

RECORDATION NO. 15788-2
FILED 1988

NOV 30 1988 - 12 35 PM

INTERSTATE COMMERCE COMMISSION

LEASE AND SECURITY AGREEMENT SUPPLEMENT NO. 3

Dated November 30, 1988

Among

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

CSX TRANSPORTATION, INC.,
Lessee

and

THE PRUDENTIAL INSURANCE
COMPANY OF AMERICA
and
PRUCO LIFE INSURANCE COMPANY,
Lenders

OPEN TOP HOPPER RAILCARS

Note: This Lease and Security Agreement Supplement and certain rights of Lessor hereunder and in the Units covered hereby have been assigned to, and are subject to a security interest in favor of Lenders. To the extent, if any, that this Lease and Security Agreement Supplement shall constitute chattel paper (as such term is defined in the Uniform Commercial Code as in effect in any applicable jurisdiction), no security interest in this Lease and Security Agreement Supplement may be created except through the transfer or possession of the original counterpart which the parties shall mark "Counterpart Number 1". This is Counterpart Number 3.

FILED WITH THE INTERSTATE COMMERCE COMMISSION
PURSUANT TO 49 U.S.C. § 11303 ON _____, 1988
AT ____:____ RECORDATION NUMBER ____.

THIS LEASE AND SECURITY AGREEMENT SUPPLEMENT NO. 3 dated November 30, 1988, among WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("Lessor" or "Owner Trustee") under that certain Trust Agreement dated as of August 15, 1988 (the "Trust Agreement") with TECO INVESTMENTS, INC., CSX TRANSPORTATION, INC., a Virginia corporation ("Lessee") and THE PRUDENTIAL INSURANCE COMPANY OF AMERICA, a New Jersey mutual insurance company and PRUCO LIFE INSURANCE COMPANY, an Arizona corporation (each, a "Lender," and collectively, "Lenders").

W I T N E S S E T H:

WHEREAS, Lessor, Lessee and Lenders have, with the other parties thereto, heretofore entered into a Participation Agreement (the "Participation Agreement"), Lessor and Lessee have heretofore entered into an Equipment Lease Agreement (the "Lease"), and Lenders and Owner Trustee have heretofore entered into a Loan and Security Agreement (the "Security Agreement"), each dated as of August 15, 1988 (capitalized terms used herein without definitions having the respective meanings set forth in Appendix I to each of the Lease and the Security Agreement);

WHEREAS, the Participation Agreement and the Lease provide that on each Purchase Date Seller shall deliver to Owner Trustee a Bill of Sale dated such date by which Seller bargains, conveys, assigns, sets over, sells and delivers to Owner Trustee, and Owner Trustee purchases and accepts from the Seller, the Units to be conveyed on such Purchase Date, and said Bill of Sale has been delivered by Seller and accepted by Owner Trustee on such Purchase Date;

WHEREAS, the Participation Agreement, the Lease, and the Security Agreement provide for the execution of a Lease and Security Agreement Supplement substantially in the form hereof for the purposes of leasing the Units under the Lease as and when delivered by Lessor to Lessee in accordance with the terms thereof and subjecting such Units to the lien of the Security Agreement;

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

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as hereby supplemented, the Units listed on Schedule 1 hereto.

2. Lessee hereby confirms to Lessor that Lessee has accepted such Units for all purposes hereof and of the Lease.

3. The Lessor's Cost of each Unit leased hereunder is \$20,360 and the aggregate Lessor's Cost of the Units leased hereunder is \$2,850,400.

4. Lessee hereby confirms its agreement, in accordance with the Lease as supplemented by this Lease and Security Agreement Supplement, on each Rent Payment Date to pay Base Rent to Lessor for each Unit as provided for in the Lease.

5. In order to secure the prompt payment of the principal of and Yield Maintenance Premium, if any, and interest on the Notes issued on the date hereof and on the other Notes, Lessor has granted, conveyed, pledged, sold, mortgaged, assigned, transferred and set over a security interest unto Lenders in (i) the Units listed on Schedule 1 hereto and (ii) this Lease and Security Agreement Supplement, in each case excluding Excepted Payments and Rights, to have and to hold unto Lenders and their successors and assigns for their and their own use and benefit forever.

6. All of the provisions of the Lease and the Security Agreement are hereby incorporated by reference in this Lease and Security Agreement Supplement to the same extent as if fully set forth herein.

7. This Lease and Security Agreement Supplement may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

8. This Lease and Security Agreement Supplement is being delivered in the State of New York and shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance.

IN WITNESS WHEREOF, Lessor, Lessee and Lenders have caused this Lease and Security Agreement Supplement to be duly executed on the date and year set forth in the opening paragraph hereof.

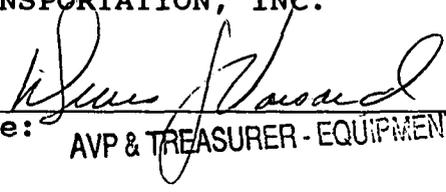
Lessor/Owner Trustee

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

By: 
Title: James P. Lawler
Financial Services Officer

Lessee

CSX TRANSPORTATION, INC.

By: 
Title: AVP & TREASURER - EQUIPMENT UNIT

Lenders

THE PRUDENTIAL INSURANCE COMPANY
OF AMERICA

By: _____
Title:

THE PRUDENTIAL INSURANCE
COMPANY OF AMERICA
by PruCapital Management, Inc.,
its Agent

By: _____
Title:

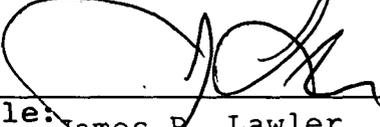
PRUCO LIFE INSURANCE COMPANY

By: _____
Title:

IN WITNESS WHEREOF, Lessor, Lessee and Lenders have caused this Lease and Security Agreement Supplement to be duly executed on the date and year set forth in the opening paragraph hereof.

Lessor/Owner Trustee

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

By: 

Title: James P. Lawler
Financial Services Officer

Lessee

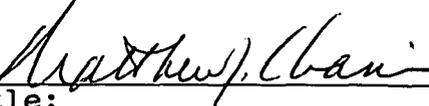
CSX TRANSPORTATION, INC.

By: _____

Title: _____

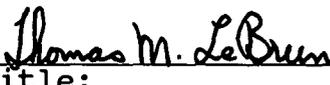
Lenders

THE PRUDENTIAL INSURANCE COMPANY
OF AMERICA

By: 

Title: _____

THE PRUDENTIAL INSURANCE
COMPANY OF AMERICA
by PruCapital Management, Inc.,
its Agent

By: 

Title: _____

PRUCO LIFE INSURANCE COMPANY

By: 

Title: _____

STATE OF New York)
COUNTY OF New York) SS.:

On this 29th day of November, 1988, before me personally appeared James P. Lawler, to me personally known, who, being by me duly sworn, says that he is Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed and sealed 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.

Patti Mendik
Notary Public

My Commission Expires:

[Notary Seal]

PATTI MENDIK
Notary Public, State of New York
No. 30-4898557
Qualified in Nassau County
Commission Expires June 15, 1989

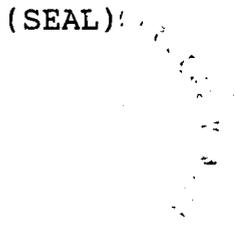
STATE OF MARYLAND)
) SS.
CITY OF BALTIMORE)

On this 23rd day of November, 1988, before me personally appeared DENIS J. VOISARD, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President-Treasurer - Equipment Unit of CSX TRANSPORTATION, INC., that said instrument was signed and sealed 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.

H. Marlene Wickell
Notary Public

My Commission Expires: July 1, 1990

(SEAL):



STATE OF NEW JERSEY

)

: ss.:

COUNTY OF ESSEX

)

On this 22nd day of November, 1988, before me personally appeared Matthew J. Chanin, to me personally known, who, being by me duly sworn, says that he is Vice President of THE PRUDENTIAL INSURANCE COMPANY OF AMERICA, that said instrument was signed and sealed 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:

DIANE C. SMITH
A NOTARY PUBLIC OF NEW JERSEY
My Commission Expires March 22, 1993

[Notary Seal]

Schedule I

HILLMAN CARS = 140

HILLMAN		CARS = 140	
OLD	NEW	OLD	NEW
INIT NUMBER	- INIT NUMBER	INIT NUMBER	- INIT NUMBER
CO	61705 - CSXT 810931	CO	77618 - CSXT 813483
CO	61717 - CSXT 810993	CO	77623 - CSXT 813488
CO	61728 - CSXT 811004	CO	77672 - CSXT 813537
CO	61748 - CSXT 811022	CO	77681 - CSXT 813546
CO	61768 - CSXT 811041	CO	77704 - CSXT 813562
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CO	61787 - CSXT 811059	CO	77727 - CSXT 813591
CO	61826 - CSXT 811095	CO	77736 - CSXT 813600
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CO	77016 - CSXT 812907	CO	77753 - CSXT 813617
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CO	77041 - CSXT 812931	CO	77766 - CSXT 813629
CO	77068 - CSXT 812953	CO	77791 - CSXT 813652
CO	77086 - CSXT 812976	CO	77797 - CSXT 813658
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CO	77187 - CSXT 813073	CO	77891 - CSXT 813745
CO	77194 - CSXT 813080	CO	77917 - CSXT 813768
CO	77205 - CSXT 813091	CO	77923 - CSXT 813774
CO	77238 - CSXT 813122	CO	77928 - CSXT 813779
CO	77246 - CSXT 813130	CO	77935 - CSXT 813786
CO	77257 - CSXT 813140	CO	77964 - CSXT 813814
CO	77261 - CSXT 813143	CO	77973 - CSXT 813821
CO	77264 - CSXT 813146	CO	77974 - CSXT 813822
CO	77284 - CSXT 813165	CO	77986 - CSXT 813834
CO	77297 - CSXT 813176	CO	78006 - CSXT 813854
CO	77305 - CSXT 813184	CO	78008 - CSXT 813856
CO	77313 - CSXT 813192	CO	78013 - CSXT 813861
CO	77322 - CSXT 813201	CO	78027 - CSXT 813874
CO	77327 - CSXT 813206	CO	78045 - CSXT 813891
CO	77357 - CSXT 813234	CO	78063 - CSXT 813909
CO	77364 - CSXT 813241	CO	78065 - CSXT 813911
CO	77374 - CSXT 813250	CO	78101 - CSXT 813947
CO	77379 - CSXT 813255	CO	78120 - CSXT 813966
CO	77392 - CSXT 813268	CO	78135 - CSXT 813980
CO	77394 - CSXT 813270	CO	78164 - CSXT 814008
CO	77432 - CSXT 813308	CO	78191 - CSXT 814035
CO	77437 - CSXT 813313	CO	78195 - CSXT 814039
CO	77467 - CSXT 813341	CO	78204 - CSXT 814048
CO	77525 - CSXT 813394	CO	78213 - CSXT 814057
CO	77530 - CSXT 813399	CO	78235 - CSXT 814079
CO	77531 - CSXT 813400	CO	78252 - CSXT 814096
CO	77534 - CSXT 813403	CO	78253 - CSXT 814097
CO	77574 - CSXT 813440	CO	78275 - CSXT 814114
CO	77589 - CSXT 813454	CO	78279 - CSXT 814118
CO	77598 - CSXT 813463	CO	78310 - CSXT 814148
CO	77599 - CSXT 813464	CO	78315 - CSXT 814152

Schedule I

HILLMAN CARS = 140

OLD INIT NUMBER	-	NEW INIT NUMBER	OLD INIT NUMBER	-	NEW INIT NUMBER
CO	78322	- CSXT	814159		
CO	78330	- CSXT	814166		
CO	78341	- CSXT	814176		
CO	78342	- CSXT	814177		
CO	78352	- CSXT	814187		
CO	78368	- CSXT	814202		
CO	78383	- CSXT	814215		
CO	78402	- CSXT	814233		
CO	78424	- CSXT	814254		
CO	78452	- CSXT	814279		
CO	78456	- CSXT	814293		
CO	78555	- CSXT	814376		
CO	78570	- CSXT	814390		
CO	78589	- CSXT	814408		
CO	78609	- CSXT	814428		
CO	78642	- CSXT	814460		
CO	78653	- CSXT	814471		
CO	78658	- CSXT	814476		
CO	78665	- CSXT	814482		
CO	78751	- CSXT	814562		
CO	78756	- CSXT	814567		
CO	78768	- CSXT	814579		
CO	78781	- CSXT	814590		
CO	78783	- CSXT	814592		
CO	78796	- CSXT	814605		
CO	78808	- CSXT	814615		
CO	78827	- CSXT	814634		
CO	78856	- CSXT	814663		
CO	78864	- CSXT	814671		
CO	78877	- CSXT	814683		
CO	78890	- CSXT	814694		
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CO	78907	- CSXT	814711		
CO	78928	- CSXT	814731		
CO	78934	- CSXT	814736		
CO	78942	- CSXT	814743		