WILMER, CUTLER & PICKERING
2445 M STREET, N. W.
WASHINGTON, D. C. 20037-1420

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

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

ALLEN H. HARRISON, JR.
DIRECT LINE (202)
663-6093

No. 8-134A046
Date MAY 13 1988
Fee $13.00
ICC Washington, D. C

RECORDATION NO. 15550-A Filed 1455

MAY 13 1988 1 15 PM
INTERSTATE COMMERCE COMMISSION

May 13, 1988

$13.00 filing fee

Dear Ms. McGee:

On behalf of Citicorp North America, Inc., I submit for filing and recording under 49 U.S.C. Section 11303(a) and the regulations promulgated thereunder, four (4) executed counterparts of a secondary document, not previously recorded, entitled Amendment No. 1 to Lease ("Amendment") dated March 31, 1988. This Amendment relates to that certain Equipment Lease recorded with the Interstate Commerce Commission ("ICC") on March 31, 1988 under Recordation No. 15550 and should be recorded under the next available letter under this Recordation No. which we believe will be -A.

this one is 15550-A

The parties to the enclosed Amendment are:

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

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

The aforesaid Amendment relates to, among other things, the leasing of three hundred twenty-five (325) open top hopper cars by Citicorp North America, Inc. to CSX Transportation, Inc.

The units of equipment covered by the Amendment are those three hundred twenty-five (325) open top hopper cars identified in Schedule B thereto, a copy attached hereto.

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

"Covers 325 CSXT open top hopper cars"

Enclosed is thirteen dollars ($13) in payment of the filing fee.

Ronald Campbell

Once the filing has been made, please return to bearer the stamped counterparts of the Amendment No. 1 to Lease 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 transmittal letter.

Very truly yours,

Allen H. Harrison, Jr.
Attorney for the purpose
of this filing for
Citicorp North America, Inc.

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

Enclosures

AHH/eb

BY HAND

C.I.T. HOPPERS CARS = 325

INIT	NUMBER	INIT	NUMBER	INIT	NUMBER	INIT	NUMBER
CSXT	802770	CSXT	803026	CSXT	803236	CSXT	803465
CSXT	802786	CSXT	803029	CSXT	803237	CSXT	803471
CSXT	802792	CSXT	803030	CSXT	803250	CSXT	803472
CSXT	802793	CSXT	803034	CSXT	803254	CSXT	803473
CSXT	802806	CSXT	803045	CSXT	803259	CSXT	803479
CSXT	802808	CSXT	803049	CSXT	803263	CSXT	803486
CSXT	802817	CSXT	803052	CSXT	803264	CSXT	803492
CSXT	802820	CSXT	803053	CSXT	803268	CSXT	803496
CSXT	802823	CSXT	803054	CSXT	803273	CSXT	803498
CSXT	802824	CSXT	803055	CSXT	803285	CSXT	803508
CSXT	802828	CSXT	803058	CSXT	803286	CSXT	803515
CSXT	802840	CSXT	803061	CSXT	803291	CSXT	803516
CSXT	802842	CSXT	803065	CSXT	803295	CSXT	803517
CSXT	802843	CSXT	803069	CSXT	803299	CSXT	803519
CSXT	802846	CSXT	803077	CSXT	803300	CSXT	803523
CSXT	802848	CSXT	803080	CSXT	803302	CSXT	803532
CSXT	802856	CSXT	803083	CSXT	803307	CSXT	803533
CSXT	802859	CSXT	803095	CSXT	803308	CSXT	803536
CSXT	802872	CSXT	803097	CSXT	803309	CSXT	803546
CSXT	802875	CSXT	803102	CSXT	803326	CSXT	803551
CSXT	802882	CSXT	803108	CSXT	803327	CSXT	803555
CSXT	802883	CSXT	803109	CSXT	803329	CSXT	803556
CSXT	802885	CSXT	803111	CSXT	803332	CSXT	803559
CSXT	802889	CSXT	803114	CSXT	803336	CSXT	803561
CSXT	802890	CSXT	803115	CSXT	803338	CSXT	803562
CSXT	802892	CSXT	803121	CSXT	803340	CSXT	803574
CSXT	802893	CSXT	803125	CSXT	803346	CSXT	803582
CSXT	802901	CSXT	803129	CSXT	803347	CSXT	803583
CSXT	802903	CSXT	803130	CSXT	803356	CSXT	803586
CSXT	802904	CSXT	803133	CSXT	803358	CSXT	803587
CSXT	802912	CSXT	803135	CSXT	803364	CSXT	803588
CSXT	802913	CSXT	803149	CSXT	803365	CSXT	803595
CSXT	802918	CSXT	803150	CSXT	803366	CSXT	803598
CSXT	802921	CSXT	803152	CSXT	803368	CSXT	803600
CSXT	802923	CSXT	803157	CSXT	803372	CSXT	803601
CSXT	802930	CSXT	803163	CSXT	803374	CSXT	803603
CSXT	802938	CSXT	803170	CSXT	803376	CSXT	803606
CSXT	802939	CSXT	803176	CSXT	803397	CSXT	803608
CSXT	802946	CSXT	803179	CSXT	803400	CSXT	803610
CSXT	802955	CSXT	803185	CSXT	803401	CSXT	803611
CSXT	802960	CSXT	803187	CSXT	803406	CSXT	803613
CSXT	802970	CSXT	803189	CSXT	803420	CSXT	803615
CSXT	802976	CSXT	803190	CSXT	803436	CSXT	803616
CSXT	802980	CSXT	803198	CSXT	803439	CSXT	803617
CSXT	802985	CSXT	803200	CSXT	803449	CSXT	803623
CSXT	802990	CSXT	803203	CSXT	803450	CSXT	803624
CSXT	802994	CSXT	803212	CSXT	803453	CSXT	803627
CSXT	802998	CSXT	803213	CSXT	803454	CSXT	803635
CSXT	803000	CSXT	803215	CSXT	803458	CSXT	803636
CSXT	803002	CSXT	803217	CSXT	803461	CSXT	803639
CSXT	803003	CSXT	803219	CSXT	803462	CSXT	803640
CSXT	803014	CSXT	803230	CSXT	803463	CSXT	803647

C.I.T. HOPPERS CARS = 325

INIT NUMBER	INIT NUMBER	INIT NUMBER	INIT NUMBER
CSXT 803648	CSXT 803878	CSXT 804092	
CSXT 803649	CSXT 803879	CSXT 804097	
CSXT 803651	CSXT 803880	CSXT 804101	
CSXT 803655	CSXT 803884	CSXT 804103	
CSXT 803659	CSXT 803888	CSXT 804115	
CSXT 803668	CSXT 803897	CSXT 804137	
CSXT 803674	CSXT 803901	CSXT 804142	
CSXT 803675	CSXT 803903	CSXT 804144	
CSXT 803678	CSXT 803904	CSXT 804146	
CSXT 803680	CSXT 803914	CSXT 804152	
CSXT 803689	CSXT 803915	CSXT 804156	
CSXT 803691	CSXT 803917	CSXT 804159	
CSXT 803701	CSXT 803918	CSXT 804163	
CSXT 803703	CSXT 803921		
CSXT 803705	CSXT 803927		
CSXT 803706	CSXT 803929		
CSXT 803715	CSXT 803933		
CSXT 803717	CSXT 803938		
CSXT 803721	CSXT 803944		
CSXT 803723	CSXT 803947		
CSXT 803724	CSXT 803950		
CSXT 803728	CSXT 803956		
CSXT 803745	CSXT 803959		
CSXT 803753	CSXT 803964		
CSXT 803757	CSXT 803965		
CSXT 803758	CSXT 803966		
CSXT 803762	CSXT 803968		
CSXT 803763	CSXT 803977		
CSXT 803766	CSXT 803981		
CSXT 803772	CSXT 803984		
CSXT 803774	CSXT 803985		
CSXT 803779	CSXT 803988		
CSXT 803782	CSXT 803998		
CSXT 803784	CSXT 804006		
CSXT 803785	CSXT 804022		
CSXT 803797	CSXT 804031		
CSXT 803806	CSXT 804032		
CSXT 803807	CSXT 804038		
CSXT 803809	CSXT 804040		
CSXT 803819	CSXT 804043		
CSXT 803837	CSXT 804045		
CSXT 803839	CSXT 804054		
CSXT 803840	CSXT 804059		
CSXT 803845	CSXT 804060		
CSXT 803848	CSXT 804064		
CSXT 803850	CSXT 804066		
CSXT 803852	CSXT 804076		
CSXT 803860	CSXT 804077		
CSXT 803861	CSXT 804082		
CSXT 803864	CSXT 804083		
CSXT 803868	CSXT 804087		
CSXT 803870	CSXT 804091		

Interstate Commerce Commission

Washington, D.C. 20423

5/12/88

OFFICE OF THE SECRETARY

Allen H. Harrison,Jr.
Wilmer, Cutler,& Pickering
2445 M. Street N.W.
Washington,D.C. 20423

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 5/13/88 at 1:15pm, and assigned recordation number(s). 15550-A

Sincerely yours,

Noreta R. McGee

Secretary

Enclosure(s)

SE-30
(7/79)

15550-A

RECORDATION NO. 15550-A Filed 1425

MAY 13 1988 - 1 15 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1 TO LEASE

Reference is hereby made to the Equipment Lease dated as of February 1, 1988 ("Lease") between Citicorp North America, Inc., a Delaware corporation ("Lessor"), and CSX Transportation, Inc., a Virginia corporation ("Lessee"):

1. Basic Rent Factors. For purposes of Section 2.2 of the Lease, Lessor and Lessee agree on the Basic Rent Factors stated in Schedule A attached hereto, which Basic Rent Factors relate to the open top hopper cars described in Schedule B attached hereto ("Hopper Cars"):

2. Casualty Value Table. The casualty value table relating to the Hopper Cars is attached hereto as Schedule C.

3. Schedule A to the Lease. In the event any Unit described in Schedule B hereof is not described in Schedule A to the Lease, Schedule A to the Lease shall be amended and restated in its entirety and attached hereto for the purpose of adding such Unit thereto.

4. Governing Law and Counterparts. The terms of this Amendment No. 1 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. 1 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. 1 to Lease to be executed by their respective duly authorized officers.

Dated: March 31, 1988

CITICORP NORTH AMERICA, INC.

By _____
Title: VICE PRESIDENT

CSX TRANSPORTATION, INC.

By: _____
Title:

2549B

4. Governing Law and Counterparts. The terms of this Amendment No. 1 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. 1 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. 1 to Lease to be executed by their respective duly authorized officers.

Dated: March 31, 1988

CITICORP NORTH AMERICA, INC.

By_____
Title:

CSX TRANSPORTATION, INC.

By: _____
Title: AVP & TREASURER - EQUIPMENT UNIT

STATE OF New York)
) ss:
COUNTY OF Westchester)

On this 28 day of MARCH, 1988, before me personally appeared ROGER P. MILLER, to me known, who being by me duly sworn, says that he is the 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 acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Kenneth F. Fagan
Notary Public

My commission expires:

KENNETH F. FAGAN
Notary Public, State of New York
No. 4655365
Qualified in Westchester County
Commission Expires January 31, 1990

STATE OF _____)
) ss:
COUNTY OF _____)

On this ____ day of _____, 1988, before me personally appeared _____, to me known, who being by me duly sworn, says that he is the _____ 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.

_____
Notary Public

My commission expires:

2549B

STATE OF _____)
) ss:
COUNTY OF _____)

On this ____ day of _____, 1988, before me personally appeared _____, to me known, who being by me duly sworn, says that he is the _____ of CITICORP NORTH AMERICA, 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.

_____
Notary Public

My commission expires:

STATE OF Maryland)
) ss:
COUNTY OF Baltimore)

On this 28th day of March, 1988, before me personally appeared Denis J. Voisard, to me known, who being by me duly sworn, says that he is the AVP & TREASURER - EQUIPMENT UNIT 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 Winchell
Notary Public

My commission expires:

H. MARLENE WINCHELL
BALTO. CO., MD.
My Commission Expires July 1, 1990

2549B

SCHEDULE A
TO AMENDMENT NO. 1 TO LEASE

OPEN TOP HOPPER CARS

Rent Payment Date	Basic Rent Factor
1/89	6.3545118
7/89	4.1292857
1/90	4.1292857
7/90	4.1292857
1/91	4.1292857
7/91	4.1292857
1/92	4.1292857
7/92	4.1292857
1/93	4.1292857
7/93	4.1292857
1/94	4.1292857
7/94	5.0469047
1/95	5.0469047
7/95	5.0469047
1/96	5.0469047
7/96	5.0469047
1/97	5.0469047
7/97	5.0469047
1/98	5.0469047
7/98	5.0469047
1/99	5.0469047

C.I.T. HOPPERS CARS = 325

INIT	NUMBER	INIT	NUMBER	INIT	NUMBER	INIT	NUMBER
CSXT	802770	CSXT	803026	CSXT	803236	CSXT	803465
CSXT	802786	CSXT	803029	CSXT	803237	CSXT	803471
CSXT	802792	CSXT	803030	CSXT	803250	CSXT	803472
CSXT	802793	CSXT	803034	CSXT	803254	CSXT	803473
CSXT	802806	CSXT	803045	CSXT	803259	CSXT	803479
CSXT	802808	CSXT	803049	CSXT	803263	CSXT	803486
CSXT	802817	CSXT	803052	CSXT	803264	CSXT	803492
CSXT	802820	CSXT	803053	CSXT	803268	CSXT	803496
CSXT	802823	CSXT	803054	CSXT	803273	CSXT	803498
CSXT	802824	CSXT	803055	CSXT	803285	CSXT	803508
CSXT	802828	CSXT	803058	CSXT	803286	CSXT	803515
CSXT	802840	CSXT	803061	CSXT	803291	CSXT	803516
CSXT	802842	CSXT	803065	CSXT	803295	CSXT	803517
CSXT	802843	CSXT	803069	CSXT	803299	CSXT	803519
CSXT	802846	CSXT	803077	CSXT	803300	CSXT	803523
CSXT	802848	CSXT	803080	CSXT	803302	CSXT	803532
CSXT	802856	CSXT	803083	CSXT	803307	CSXT	803533
CSXT	802859	CSXT	803095	CSXT	803308	CSXT	803536
CSXT	802872	CSXT	803097	CSXT	803309	CSXT	803546
CSXT	802875	CSXT	803102	CSXT	803326	CSXT	803551
CSXT	802882	CSXT	803108	CSXT	803327	CSXT	803555
CSXT	802883	CSXT	803109	CSXT	803329	CSXT	803556
CSXT	802885	CSXT	803111	CSXT	803332	CSXT	803559
CSXT	802889	CSXT	803114	CSXT	803336	CSXT	803561
CSXT	802890	CSXT	803115	CSXT	803338	CSXT	803562
CSXT	802892	CSXT	803121	CSXT	803340	CSXT	803574
CSXT	802893	CSXT	803125	CSXT	803346	CSXT	803582
CSXT	802901	CSXT	803129	CSXT	803347	CSXT	803583
CSXT	802903	CSXT	803130	CSXT	803356	CSXT	803586
CSXT	802904	CSXT	803133	CSXT	803358	CSXT	803587
CSXT	802912	CSXT	803135	CSXT	803364	CSXT	803588
CSXT	802913	CSXT	803149	CSXT	803365	CSXT	803595
CSXT	802918	CSXT	803150	CSXT	803366	CSXT	803598
CSXT	802921	CSXT	803152	CSXT	803368	CSXT	803600
CSXT	802923	CSXT	803157	CSXT	803372	CSXT	803601
CSXT	802930	CSXT	803163	CSXT	803374	CSXT	803603
CSXT	802938	CSXT	803170	CSXT	803376	CSXT	803606
CSXT	802939	CSXT	803176	CSXT	803397	CSXT	803608
CSXT	802946	CSXT	803179	CSXT	803400	CSXT	803610
CSXT	802955	CSXT	803185	CSXT	803401	CSXT	803611
CSXT	802960	CSXT	803187	CSXT	803406	CSXT	803613
CSXT	802970	CSXT	803189	CSXT	803420	CSXT	803615
CSXT	802976	CSXT	803190	CSXT	803436	CSXT	803616
CSXT	802980	CSXT	803198	CSXT	803439	CSXT	803617
CSXT	802985	CSXT	803200	CSXT	803449	CSXT	803623
CSXT	802990	CSXT	803203	CSXT	803450	CSXT	803624
CSXT	802994	CSXT	803212	CSXT	803453	CSXT	803627
CSXT	802998	CSXT	803213	CSXT	803454	CSXT	803635
CSXT	803000	CSXT	803215	CSXT	803458	CSXT	803636
CSXT	803002	CSXT	803217	CSXT	803461	CSXT	803639
CSXT	803003	CSXT	803219	CSXT	803462	CSXT	803640
CSXT	803014	CSXT	803230	CSXT	803463	CSXT	803647

C.I.T. HOPPERS CARS = 325

INIT NUMBER	INIT NUMBER	INIT NUMBER	INIT NUMBER
CSXT 803648	CSXT 803878	CSXT 804092	
CSXT 803649	CSXT 803879	CSXT 804097	
CSXT 803651	CSXT 803880	CSXT 804101	
CSXT 803655	CSXT 803884	CSXT 804103	
CSXT 803659	CSXT 803888	CSXT 804115	
CSXT 803668	CSXT 803897	CSXT 804137	
CSXT 803674	CSXT 803901	CSXT 804142	
CSXT 803675	CSXT 803903	CSXT 804144	
CSXT 803678	CSXT 803904	CSXT 804146	
CSXT 803680	CSXT 803914	CSXT 804152	
CSXT 803689	CSXT 803915	CSXT 804156	
CSXT 803691	CSXT 803917	CSXT 804159	
CSXT 803701	CSXT 803918	CSXT 804163	
CSXT 803703	CSXT 803921		
CSXT 803705	CSXT 803927		
CSXT 803706	CSXT 803929		
CSXT 803715	CSXT 803933		
CSXT 803717	CSXT 803938		
CSXT 803721	CSXT 803944		
CSXT 803723	CSXT 803947		
CSXT 803724	CSXT 803950		
CSXT 803728	CSXT 803956		
CSXT 803745	CSXT 803959		
CSXT 803753	CSXT 803964		
CSXT 803757	CSXT 803965		
CSXT 803758	CSXT 803966		
CSXT 803762	CSXT 803968		
CSXT 803763	CSXT 803977		
CSXT 803766	CSXT 803981		
CSXT 803772	CSXT 803984		
CSXT 803774	CSXT 803985		
CSXT 803779	CSXT 803988		
CSXT 803782	CSXT 803998		
CSXT 803784	CSXT 804006		
CSXT 803785	CSXT 804022		
CSXT 803797	CSXT 804031		
CSXT 803806	CSXT 804032		
CSXT 803807	CSXT 804038		
CSXT 803809	CSXT 804040		
CSXT 803819	CSXT 804043		
CSXT 803837	CSXT 804045		
CSXT 803839	CSXT 804054		
CSXT 803840	CSXT 804059		
CSXT 803845	CSXT 804060		
CSXT 803848	CSXT 804064		
CSXT 803850	CSXT 804066		
CSXT 803852	CSXT 804076		
CSXT 803860	CSXT 804077		
CSXT 803861	CSXT 804082		
CSXT 803864	CSXT 804083		
CSXT 803868	CSXT 804087		
CSXT 803870	CSXT 804091		

SCHEDULE C TO
AMENDMENT NO. 1
TO LEASE

OPEN TOP HOPPER CARS

STIPULATED LOSS VALUE SCHEDULES

PAYMENT DATE	SLV (%)
3/88 - 1/89	103.0803
7/89	102.8451
1/90	102.1123
7/90	100.9185
1/91	99.3063
7/91	97.3071
1/92	94.9493
7/92	92.2551
1/93	89.2948
7/93	86.1417
1/94	82.7906
7/94	77.8421
1/95	72.6660
7/95	67.2789
1/96	61.7002
7/96	55.9493
1/97	50.0459
7/97	43.9902
1/98	37.8055
7/98	31.5378
1/99	21.0000