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REGISTRATION NO. 17022-C FILED 1465
JUL 16 1991 -2 12 PM
INTERSTATE COMMERCE COMMISSION

*Charged per for
Hopper*

June 28, 1991

Secretary
Interstate Commerce Commission 1--197A043
Attention: Recordation Unit
12th Street & Constitution Avenue, N.W.
Washington, DC 20423

Mrs. Mildred Lee:

On behalf of CSX Transportation, Inc., enclosed for filing and recording under 49 U.S.C. section 11303(a) and the regulations promulgated thereunder, are five originals and two executed counterparts of a secondary document, not previously recorded, entitled LEASE AND INDENTURE SUPPLEMENT No. 3 dated as of June 1, 1991.

The parties to the enclosed amendment are:

Mercantile - Safe Deposit and Trust Company
(as Indenture Trustee)
2 Hopkins Plaza
P.O. box 2258
Baltimore, MD 21203

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

Wilmington Trust Company
(as Owner Trustee)
1100 Market Street
Wilmington, Delaware 19890

16 JUN 1991

The enclosed document, among other things, amends the sections as enumerated herein of the equipment Lease Agreement No. 1, among Wilmington Trust Company, as Lessor and CSX Transportation Inc., as Lessee, dated as of September 1, 1990 which was recorded with the Interstate Commerce Commission on September 27, 1990 and assigned recordation no. 17022, which was subsequently supplemented by the parties thereto by the execution and recording of Lease and Indenture Supplement No. 1 and No.2, dated as of September 27, 1990 and December 27, 1990, respectively and assigned recordation nos. 17022-B and 17022-C.

Enclosed is a check in the amount of \$15.00 as payment for the filing fee.

Once the filing has been made, please return to the undersigned, all remaining stamped copies of the LEASE AND INDENTURE SUPPLEMENT NO. 3 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,



Richardson C. Cole
Director Finance Administration

cc: A.B. Aftoora
R.F. Hochwarth

Enclosures

Interstate Commerce Commission

Washington, D.C. 20423

7/16/91

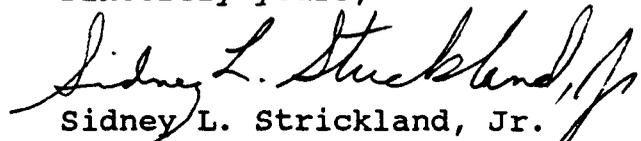
OFFICE OF THE SECRETARY

Richardson C. Cole
CSX Transportation Inc.
100 North Charles Street
Baltimore, Md., 21201

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 7/16/91 at 2:15PM, and assigned recordation number(s). 17022-C and 17023-C.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

RECORDED NO 17022-0
FILED 142

JUL 16 1991 -2 15 PM

INTERSTATE COMMERCE COMMISSION

LEASE AND INDENTURE SUPPLEMENT NO. 3

THIS LEASE AND INDENTURE SUPPLEMENT No. 3, dated June 1, 1991, 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 September 1, 1990 (the "Trust Agreement") with NORWEST Bank Minnesota, National Association (the "Owner Participant"), and under that certain Lease Agreement with CSX Transportation, Inc., a Virginia corporation ("Lessee") and Mercantile-Safe Deposit and Trust Company, a Maryland trust company, not in its individual capacity but solely as Indenture Trustee (the "Indenture Trustee").

WHEREAS, Lessor, Lessee and the Indenture Trustee have, with the other parties thereto, heretofore entered into a Participation Agreement (the "Participation Agreement"), Lessor and Lessee have heretofore entered into a Lease Agreement (the "Lease"), and the Indenture Trustee and Owner Trustee have heretofore entered into an Indenture and Security Agreement (the "Indenture"), each dated as of September 1, 1990 (capitalized terms used herein without definitions having the respective meanings set forth in Appendix X to the lease);

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

- 1. The Lessee hereby confirms to Lessor and Indenture Trustee that Lessee has identified four unit initials and numbers on the Railcars that need to be corrected.

The correction should be made as follows:

DELETE Initial & Number	REPLACE Initial & Number	Car Type
CSXT 203147	CSXT 250985	Jumbo Cov Hopper
CSXT 203153	CSXT 250987	Jumbo Cov Hopper
CSXT 203145	CSXT 251002	Jumbo Cov Hopper
CSXT 802854	CSXT 812539	Open Top Hopper

2. This Lease and Indenture Supplement No. 3, dated as of June 1, 1991 amends the description of items of Equipment in Schedule 1 of that certain Lease and Indenture Supplement No. 1, both dated as of September 1, 1990.
3. All of the provisions of the Lease and the Indenture are hereby incorporated by reference in this Lease and Indenture Supplement No. 3 to the same extent as if fully set forth herein.
4. This Lease and Indenture Supplement No. 3 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.
5. This Lease and Indenture Supplement No. 3 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.
6. The Lessee will cause this Instrument to be filed and recorded with the Interstate Commerce Commission pursuant to the provisions of 49 U.S.C. Section 11303.

IN WITNESS WHEREOF, Lessor, Lessee and Indenture Trustee have caused this Lease and Indenture Supplement No. 3 to be duly executed by the following parties:

Lessor/ Owner Trustee

Wilmington Trust Company,
not in its individual capacity
but solely as Owner Trustee

By John M. Beeson, Jr.
Authorized Officer

(Corporate Seal)

John M. Beeson, Jr.
Assistant Vice President

Lessee

CSX Transportation, Inc.

By _____
Treasurer

(Corporate Seal)

Indenture Trustee

Mercantile-Safe Deposit
and Trust Company,

not in its individual capacity
but solely as Indenture Trustee

By _____
Authorized Officer

(Corporate Seal)

IN WITNESS WHEREOF, Lessor, Lessee and Indenture Trustee have caused this Lease and Indenture Supplement No. 3 to be duly executed by the following parties:

Lessor/ Owner Trustee

Wilmington Trust Company,
not in its individual capacity
but solely as Owner Trustee

By _____
Authorized Officer

(Corporate Seal)

Lessee

CSX Transportation, Inc.

By A. B. [Signature]
Treasurer

(Corporate Seal)

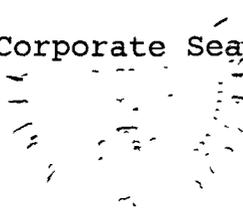
Indenture Trustee

Mercantile-Safe Deposit
and Trust Company,

not in its individual capacity
but solely as Indenture Trustee

By Robert D. Brown
Authorized Officer

(Corporate Seal)



STATE OF Delaware)
COUNTY OF New Castle) SS:

On this 20th day of June, 1991, before me personally appeared John [unclear], to me personally known, who being by me duly sworn, says that he is an Authorized Officer of Wilmington Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said Company, that said instrument was signed and sealed on behalf of said Company 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 Company.

Roseline K. Maney
Notary Public

My Commission expires _____ ROSELINE K. MANEY
NOTARY PUBLIC

(NOTARIAL SEAL)

My Commission expires March 23, 1993

STATE OF Maryland)
CITY OF Baltimore) SS:

On this 3 day of June, 1991, before me personally appeared Mr. A.B. Aftoora, to me personally known, who being by me duly sworn, says that he is an Authorized Officer of CSX Transportation, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said Company, that said instrument was signed and sealed on behalf of said Company 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 Company.

Notary Public

My Commission expires _____

(NOTARIAL SEAL)

