



RECORDATION NO. 12115 FILED 1993

DEC 13 1993 - 10 05 AM

One James Center  
Richmond, Virginia 23219  
Telephone: (804) 782-1593  
Telecopy: (804) 783-1355

INTERSTATE COMMERCE COMMISSION

LOUIS G. RECHER  
Assistant General Counsel

December 8, 1993

Sidney L. Strickland, Jr., Secretary  
Interstate Commerce Commission  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

0100065003

Dear Mr. Strickland:

On behalf of CSX Transportation, Inc. ("CSXT"), enclosed for filing and recordation under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are four (4) counterparts of a Supplemental Agreement, dated as of December 2, 1993, executed by CSXT and Mercantile-Safe Deposit and Trust Company, as Trustee under The Baltimore and Ohio Railroad Company Equipment Trust (the "Equipment Trust Agreement") dated as of July 15, 1980, between the Trustee and CSXT, as successor to The Baltimore and Ohio Railroad Company. The Equipment Trust Agreement was filed with the Interstate Commerce Commission on August 19, 1980, and assigned Recordation No. 12115.

The names and addresses of the parties are as follows:

- Trustee: Mercantile-Safe Deposit and Trust Company  
2 Hopkins Plaza, G Level  
Baltimore, Maryland 21201
- CSXT: CSX Transportation, Inc.  
500 Water Street  
Jacksonville, Florida 32202

RECEIVED  
GENERAL COUNSEL  
DEC 13 9 55 AM '93  
LICENSING BRANCH

Enclosed is a check in the amount of \$18.00 in payment of the filing fee.

Once this filing has been made, please return to the undersigned time-stamped copies of the Agreement not needed for your files, together with a time-stamped copy of this letter of transmittal (which is attached for your convenience), the fee receipt and a copy of the letter from the Interstate Commerce Commission acknowledging the filing.

Thanking you in advance for your assistance, I am

Very truly yours,

*Louis G. Recher*

LGR/dlf

Copy - John C. Eccleston

**Interstate Commerce Commission**  
Washington, D.C. 20423

12/14/93

OFFICE OF THE SECRETARY

Louis G. Recher  
Assistant General Counsel  
CSX Corp.  
One James Center  
Richmond , VA. 23219

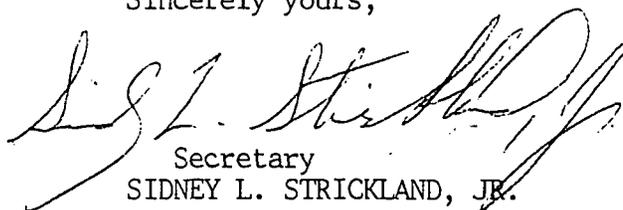
Dear

**Sir:**

The enclosed document(s) was recorded pursuant to the provisions  
of Section 11303 of the Interstate Commerce Act, 49U.S.C. 11303,  
on **12/13/93** at **10:05am** , and assigned  
recordation number(s).

**12115-E**

Sincerely yours,



Secretary  
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

DEC 13 1993 -10 05 AM

Counterpart No. 4  
Of 4 Counterparts

THIS SUPPLEMENTAL AGREEMENT, <sup>(INTERSTATE COMMERCE COMMISSION)</sup> dated as of December 2, 1993, by and between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, of Baltimore, Maryland, a corporation duly organized and existing under the laws of the State of Maryland, as Trustee (the "Trustee") under The Baltimore and Ohio Railroad Company Equipment Trust, dated as of July 15, 1980 (the "Equipment Trust Agreement"), and CSX TRANSPORTATION, INC. (successor to The Baltimore and Ohio Railroad Company), a corporation duly organized and existing under the laws of the Commonwealth of Virginia (the "Railroad").

WITNESSETH:

WHEREAS, by the Equipment Trust Agreement, there was leased to the Railroad certain railroad equipment as more fully described in the Equipment Trust Agreement; and

WHEREAS, the Equipment Trust Agreement was, in accordance with the provisions thereof, filed and recorded with the Interstate Commerce Commission on August 19, 1980 and assigned Recordation No. 12115; and

WHEREAS, there is now on deposit with the Trustee the sum of \$93,721.86 and the Railroad has and does hereby request the Trustee to acquire with such funds so on deposit and deliver to it under the Equipment Trust Agreement one 3,000 H.P. EMD Model SD40-2 diesel-electric locomotive bearing the Railroad's road number 8201.

NOW, THEREFORE, the Railroad does hereby agree to sell, assign, transfer and set over unto the Trustee, subject to the terms of the Equipment Trust Agreement, one 3,000 H.P. EMD Model SD40-2 diesel-electric locomotive bearing the Railroad's road number 8201, having a unit Fair Value of \$248,549.00 and an

aggregate Fair Value as of the date hereof of \$248,549.00.

The Equipment Trust Agreement is hereby amended to include said additional equipment as Trust Equipment under the terms of the Equipment Trust Agreement.

The Trustee does hereby agree to lease said equipment to the Railroad under and subject to the terms of the Equipment Trust Agreement.

The Railroad agrees to accept and hold said equipment under and subject to the terms of the Equipment Trust Agreement, and to be bound by and to perform, with respect to said equipment, all of the applicable covenants of said Equipment Trust Agreement.

The Railroad agrees to furnish, or waive the payment of, any additional funds which may be required for the Trustee to acquire the additional equipment described herein from the funds now on deposit.

The Railroad will cause this Supplemental Agreement to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303, and will furnish to the Trustee certificates or other evidence satisfactory to the Trustee of such filing and recording.

This Supplemental Agreement may be simultaneously executed in two or more counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute

but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms and conditions of said Equipment Trust Agreement, and the Railroad, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY,  
Trustee

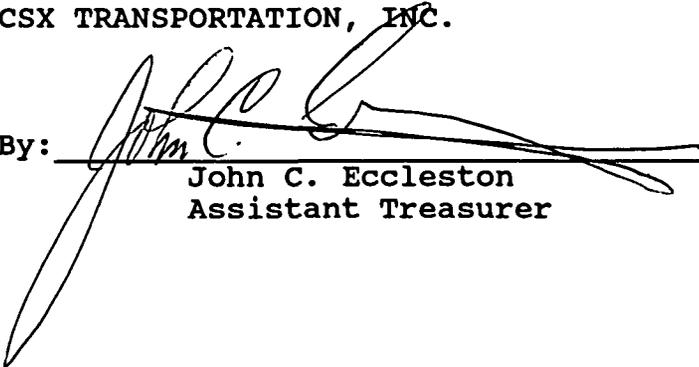
By:   
Assistant Vice President

(Corporate Seal)

Attest:

  
Corporate Trust Officer

CSX TRANSPORTATION, INC.

By:   
John C. Eccleston  
Assistant Treasurer

(Corporate Seal)

Attest:

  
P. J. Aftoofa  
Secretary

STATE OF MARYLAND )  
 )  
CITY OF BALTIMORE )

SS:

On this 15<sup>th</sup> day of December, 1993, before me personally appeared JAMES ADAMS, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of Mercantile-Safe Deposit and Trust Company, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, 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

(Notarial Seal)

My Commission expires 9/25/94.

STATE OF FLORIDA )  
 )  
COUNTY OF DUVAL )

SS:

On this 29<sup>th</sup> day of November, 1993, before me personally appeared John C. Eccleston, to me personally known, who, being by me duly sworn, says that he is Assistant Treasurer of CSX Transportation, Inc., that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, 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.



HOWARD MICHAEL **Notary Public**  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires July 28, 1995  
Commission No CC131234

(Notarial Seal)

My Commission expires \_\_\_\_\_.