

RECORDATION NO. 18743/E
FILED 1425

MAR 24 1994 - 12 15 PM

TRUST INDENTURE SUPPLEMENT
(CSXT 1994-A) NO. 1

INTERSTATE COMMERCE COMMISSION

This INDENTURE SUPPLEMENT (CSXT 1994-A) No. 1, dated March 24, 1994 (this "Indenture Supplement"), by and among ATLANTIC LOCOMOTIVE LEASE CO., LTD., a Cayman Islands corporation ("Lessor"), CSX TRANSPORTATION, INC., a Virginia corporation (the "Lessee") and WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Indenture Trustee (the "Indenture Trustee");

W I T N E S S E T H :

WHEREAS, the Trust Indenture and Security Agreement (CSXT 1994-A), dated as of March 24, 1994 (the "Indenture"), by and among the Lessor, the Lessee and the Indenture Trustee, provides for the execution and delivery of Indenture Supplements thereto substantially in the form hereof which shall particularly describe the Items of Equipment, by having attached thereto a copy of the Lease Supplement, and shall specifically mortgage the Items of Equipment to the Indenture Trustee; and

WHEREAS, the Indenture relates to the Items of Equipment described in the copy of the Lease Supplement of even date herewith attached hereto and made a part hereof, and a counterpart of the Indenture is attached to and made a part of this Indenture Supplement;

NOW, THEREFORE, in order to secure the prompt payment of the principal of, and premium, if any, and interest on all of the Equipment Certificates from time to time outstanding under the Indenture and the performance and observance by the Lessor of all the agreements, covenants and provisions in the Indenture and in the Equipment Certificates for the benefit of the holders of the Equipment Certificates, subject to the terms and conditions of the Indenture, and in consideration of the premises and of the covenants contained in the Indenture and of the acceptance of the Equipment Certificates by the holders thereof, and of the sum of \$1.00 paid to the Lessor by the Indenture Trustee at or before the delivery hereof, the receipt whereof is hereby acknowledged, the Lessor, in accordance with the Granting Clause of the Indenture, (i)

has sold, assigned, transferred, pledged and confirmed, and does hereby sell, assign, transfer, pledge and confirm, the property comprising the Items of Equipment described in the copy of the Lease Supplement attached hereto (ii) has sold, assigned, transferred and set over, all of the right, title and interest of the Lessor under, in and to the Lease Supplement of even date herewith, referred to above, to the Indenture Trustee, its successors and assigns, in the trust created by the Indenture for the benefit of the holders from time to time of the Equipment Certificates.

To have and to hold all and singular the aforesaid property unto the Indenture Trustee, its successors and assigns, in trust for the benefit and security of the holders from time to time of the Equipment Certificates and for the uses and purposes and subject to the terms and provisions set forth in the Indenture.

This Indenture Supplement shall be construed as supplemental to the Indenture and shall form a part thereof, and the Indenture is hereby incorporated by reference herein and each is hereby ratified, approved and confirmed.

THIS INDENTURE SUPPLEMENT IS BEING DELIVERED IN AND SHALL BE GOVERNED BY AND CONSTRUED ACCORDANCE WITH THE LAWS OF, THE STATE OF NEW YORK.

This Indenture Supplement may be executed by the Lessor, the Lessee and the Indenture Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

AND FURTHER, the Lessor hereby acknowledges that the Items of Equipment referred to in the aforesaid Lease Supplement attached hereto and made a part hereof have been delivered to the Lessor and are included in the property of the Lessor, subject to the pledge or mortgage thereof under the Indenture.

IN WITNESS WHEREOF, the Lessor has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

ATLANTIC LOCOMOTIVE LEASE CO.,
LTD.

By Thomas M. Juggle
Title: Vice President

Acknowledged:

CSX TRANSPORTATION, INC.

By [Signature]
Title: Assistant Vice President

WILMINGTON TRUST COMPANY,
as Indenture Trustee

By [Signature]
Title: Financial Services Officer

STATE OF New York,
COUNTY OF New York ss.:

On this 23rd day of March, 1994 before me personally appeared, John C. Eccleston, to me personally known, who being by me duly sworn, says that he/she is the Assistant Treasurer of CSX Transportation, Inc., that said instrument was signed on March 23, 1994 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.

Sworn to before me this
23rd day of March, 1994.



Notary Public

KAREN L. GILES
Notary Public, State of New York
No. 31-5023742
Qualified in New York County
Commission Expires Feb. 14, 1996

STATE OF Delaware)
) ss.:
COUNTY OF New Castle)

On this 13th day of March, 1994 before me personally appeared, [redacted], to me personally known, who being by me duly sworn, says that he/she is the Branch Services Office of Wilmington Trust Company, that said instrument was signed on March 11, 1994 on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to before me this
13th day of March, 1994.

[Signature]
Notary Public

SHARON M. BRENDLE
NOTARY PUBLIC
MY COMMISSION EXPIRES AUGUST 10, 1997