

RECORDATION NO. 18743 FILED 1425 **G**

MAR 31 1994 -10 20 AM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1 TO
ASSIGNMENT AGREEMENT (CSXT 1994-A)

Dated as of March 31, 1994

FOR

TWENTY-FOUR GENERAL ELECTRIC DASH 9-44CW
DIESEL ELECTRIC LOCOMOTIVES

CSX TRANSPORTATION, INC., as Assignor

ATLANTIC LOCOMOTIVE LEASE CO., LTD., as Assignee

Filed with the Interstate Commerce Commission pursuant to
49 U.S.C. § 11303 on _____, 1994, at _____,
recordation number _____.

ASSIGNMENT AGMT/AMEND NO. 1 - ATLANTIC

AMENDMENT NO. 1 TO
ASSIGNMENT AGREEMENT (CSXT 1994-A)

This AMENDMENT NO. 1 TO ASSIGNMENT AGREEMENT (CSXT 1994-A) (the "Amendment"), dated as of March 31, 1994, by and between CSX TRANSPORTATION, INC., a corporation organized under the laws of the Commonwealth of Virginia, with its principal place of business at 500 Water Street, Jacksonville, Florida 32202 (the "Assignor"), and ATLANTIC LOCOMOTIVE LEASE CO., LTD., a corporation formed under the laws of the Cayman Islands, with its registered office at Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, British West Indies (the "Assignee"),

WITNESSETH:

WHEREAS, the Assignor and the Assignee have heretofore entered into that certain Assignment Agreement (CSXT 1994-A), dated as of March 24, 1994 (the "Assignment Agreement"), pursuant to which the Assignor assigned to the Assignee certain of the Assignor's rights and interests under a Purchase Agreement (as defined therein), and the Assignee accepted such assignment, in order to enable the Assignee to purchase certain Items of Equipment (as more fully described in the Assignment Agreement); and

WHEREAS, the Assignment Agreement was filed for recordation with the Interstate Commerce Commission on March 24, 1994, at 12:15 p.m., and given Recordation Number 18743-B; and

WHEREAS, the Assignor and the Assignee desire to amend certain provisions of the Assignment Agreement in the manner set forth below to cure a defect therein;

NOW, THEREFORE, in consideration of the premises and good and sufficient consideration, the Assignor and the Assignee hereby agree as follows:

1. The definitions of "Distribution Date" and "Rent Payment Date" in Appendix X to the Assignment Agreement are hereby amended in their entirety to read as follows:

""Distribution Date" means, with respect to distributions of Scheduled Payments, each February 24, May 24, August 24 and November 24, and March 24, 2008, until payment of all the Scheduled Payments to be made under the Equipment Certificates has been made, commencing on May 24, 1994."

""Rent Payment Date" or "Payment Date" means each February 24, May 24, August 24 and November 24 of each year during the Lease Term and March 24, 2008, provided that if any such date shall not be a Business Day, then "Rent Payment Date" or "Payment Date" shall mean the next succeeding Business Day."

2. This Amendment is executed as, and shall constitute, an amendment to the Assignment Agreement, and shall form a part thereof, and all provisions of the Assignment Agreement, as amended by this Amendment, are hereby ratified and confirmed in all respects.

3. This Amendment may be executed in several counterparts, each of which is an original but all of which together constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the day and year first above written.

CSX TRANSPORTATION, INC.

By: 
Name: A. B. Alford
Title: Treasurer

ATLANTIC LOCOMOTIVE LEASE CO., LTD.

By: 
Name: Leonard B. Shavel
Title: Vice President

STATE OF Ga :
COUNTY OF Camden : SS

On this, the 29 day of March, 1994, before me, a notary public, personally appeared AB Affoora, to me personally known, who being by me duly sworn, says that he is the Treasurer of CSX Transportation, Inc., that said instrument was executed on March 29 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
29 day of March, 1994.

(NOTARIAL SEAL)

Dawn M. Clark
Notary Public

My Commission Expires:

Notary Public for the State of Georgia
My Commission Expires March 16, 2005

STATE OF NEW YORK :
COUNTY OF NEW YORK : SS

On this, the 30th day of March, 1994, before me, a notary public, personally appeared LEONARD B. SHAVEL, to me personally known, who being by me duly sworn, says that he is the Vice President of Atlantic Locomotive Lease Co., Ltd., that said instrument was executed on March 30, 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
30 day of March, 1994.

(NOTARIAL SEAL)

Anna Tsui
Notary Public

My Commission Expires:

ANNA TSUI
Notary Public, State of New York
No. 31-5024138
Qualified in New York County
Commission Expires Feb. 28, 1996

ASSIGNMENT AGMT/AMEND NO. 1 - ATLANTIC