



RECORDATION NO. 18743-D FILED 1425

MAR 31 1994 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

TRUST INDENTURE SUPPLEMENT  
(CSXT 1994-A) NO. 2

This INDENTURE SUPPLEMENT (CSXT 1994-A) No. 2, dated March 31, 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, as supplemented by that certain Indenture Supplement No. 1 (CSXT 1994-A) between Lessor and Lessee and the Indenture Trustee, dated as of March 24, 1994 (the "Indenture Supplement No. 1"), 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;

WHEREAS, the Indenture and Indenture Supplement were filed for recordation with the Interstate Commerce Commission on March 24, 1994 at 12:15 p.m., and given Recordation Numbers 18743-D and 18743-E, respectively; and

WHEREAS, Lessor, Lessee and the Indenture Trustee desire to amend certain provisions of the Indenture, in the manner set forth below, to correct certain defects and inconsistencies therein;

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NOW, THEREFORE, in consideration of the premises and of the covenants contained in the Indenture, Lessor, Lessee and the Indenture Trustee hereby agree as follows:

(1) The definition of "Rent Payment Date" or "Payment Date" in Appendix A to the Indenture is hereby amended in its entirety to read as follows:

"Rent Payment Date" or "Payment Date" shall mean the 24th day of February, May, August and November of each year occurring during the 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) The definition of "Purchase Agreement" in Appendix A to the Indenture is hereby amended in its entirety to read as follows:

"Purchase Agreement" shall mean, the agreement dated December 29, 1993, between the Manufacturer and Lessee, providing, among other things, for the manufacture and sale by the Manufacturer to Lessee of a total of 300 General Electric diesel electric locomotives, as such Purchase Agreement has been or may hereafter be amended, modified or supplemented.

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.

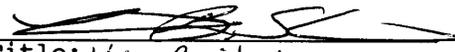
AND FURTHER, the Lessor hereby acknowledges that the Items of Equipment referred to in the aforesaid Lease Supplement attached hereto and made a part hereof have been delivered to the Lessor and are included in the property of

the Lessor, subject to the pledge or mortgage thereof under  
the Indenture.

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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   
Title: *Vice President*

Acknowledged:

CSX TRANSPORTATION, INC.

By \_\_\_\_\_  
Title:

WILMINGTON TRUST COMPANY,  
as Indenture Trustee

By  \_\_\_\_\_  
Title: Financial Services Officer

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 \_\_\_\_\_  
Title:

Acknowledged:

CSX TRANSPORTATION, INC.

By A. B. Minton  
Title: Treasurer

WILMINGTON TRUST COMPANY,  
as Indenture Trustee

By \_\_\_\_\_  
Title:



STATE OF Ca )  
COUNTY OF Camden ) ss.:

On this 29 day of March, 1994 before me personally appeared, AB Affora, to me personally known, who being by me duly sworn, says that he/she is the Treasurer of CSX Transportation, Inc., that said instrument was signed 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.

Dawn M. Clark  
Notary Public

Notary Public, State of California  
My Commission Expires 11/1/95

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

On this 29 day of March, 1994 before me personally appeared, Patricia A. Evans, to me personally known, who being by me duly sworn, says that he/she is the ~~Financial Services Officer~~ of Wilmington Trust Company, that said instrument was signed on March 29, 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  
29 day of March, 1994.

Sonja F. Allen  
Notary Public

SONJA F. ALLEN  
NOTARY PUBLIC  
My Commission expires May 30, 1994