



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

LOUIS G RECHER  
Assistant General Counsel

November 6, 1996

RECORDED 19067-A  
NOV 13 10 10 AM '96

RECEIVED  
SURFACE TRANSPORTATION BOARD  
NOV 13 10 10 AM '96

Vernon A. Williams, Secretary  
Surface Transportation Board  
12th Street and Constitution Avenue, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

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 September 26, 1996, executed by Wilmington Trust Company, as trustee under the CSX Transportation, Inc. Equipment Trust of 1994, Series A. The Equipment Trust Agreement, dated as of November 15, 1994, was recorded with the Interstate Commerce Commission on November 17, 1994, and assigned Recordation No. 19067. The purpose of the Supplemental Agreement is to subject to the terms of said Equipment Trust Agreement two (2) 4,000 H.P. Model CW40-8 diesel electric locomotives bearing CSXT's road numbers 7754-7755.

The names and addresses of the parties are as follows:

Trustee:	Wilmington Trust Company Rodney Square North 1100 North Market Street Wilmington, DE 19890
CSXT:	CSX Transportation, Inc. 500 Water Street Jacksonville, FL 32202

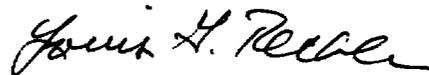
Enclosed is a check in the amount of \$22.00 in payment of the filing fee.

Once this filing has been made, please return to the undersigned time-stamped copies of the enclosed Supplemental 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 Board acknowledging the filing.

Mr. Vernon A. Williams  
November 6, 1996  
Page 2

Thanking you in advance for your assistance, I am

Very truly yours,

A handwritten signature in cursive script, appearing to read "James H. Reber".

LGR/skb  
Enclosures

cc: J.C. Eccleston - fax  
E.M. Fitzsimmons, Esq.

SURFACE TRANSPORTATION BOARD  
WASHINGTON, D.C. 20423-0001

11/13/96

Louis G. Recher  
CSX Corporation  
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, 49 U.S.C. 11303, on 11/13/96 at 10:15AM, and assigned recordation number(s) 19067-A.

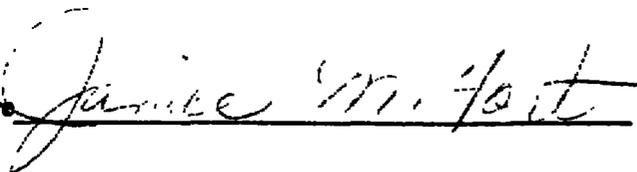
Sincerely yours,

  
Vernon A. Williams  
Secretary

Enclosure(s)

\$ 22.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

  
Janice M. Fort

19067-A

Counterpart No. 1  
of 4 Counterparts

THIS SUPPLEMENTAL AGREEMENT, dated as of September 26, 1996, by and between WILMINGTON TRUST COMPANY, Wilmington, Delaware, a corporation duly organized and existing under the laws of the State of Delaware, as Trustee (the "Trustee") under the CSX Transportation, Inc. Equipment Trust of 1994, Series A, dated as of November 15, 1994 (the "Equipment Trust Agreement"), and CSX Transportation, Inc., 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 November 17, 1994 and assigned Recordation No. 19067; and

WHEREAS, there is now on deposit with the Trustee the sum of \$1,548,285.14 and the Railroad has requested and does hereby request the Trustee to acquire with such funds so on deposit and deliver to it under the Equipment Trust Agreement two (2) 4,000 H.P. Model CW40-8 diesel-electric locomotives bearing the Railroad's road numbers 7754-7755.

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, two (2) 4,000 H.P. Model CW40-8 diesel-electric locomotives bearing the Railroad's road numbers 7754-7755, having a unit Fair Value of \$1,059,016.00 and an aggregate Fair Value as of the date hereof of \$2,118,032.00.

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 additional 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 Surface Transportation Board (formerly 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.

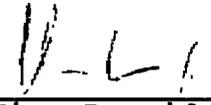
This Supplemental Agreement may be simultaneously executed in two or more counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

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.

WILMINGTON TRUST COMPANY, Trustee

By:

  
Vice President

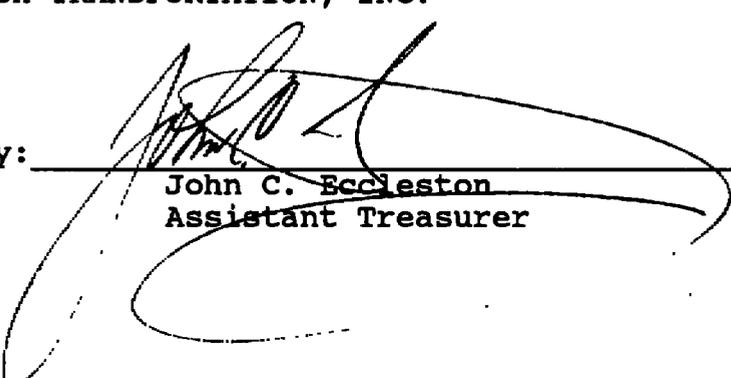
(Corporate Seal)

Attest:

  
\_\_\_\_\_

CSX TRANSPORTATION, INC.

By:

  
John C. Eccleston  
Assistant Treasurer

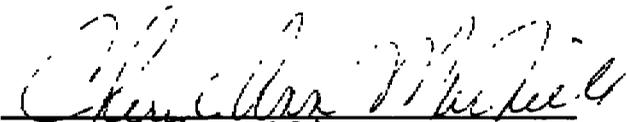
(Corporate Seal)

Attest:

  
J. A. Dolan  
Assistant Corporate Secretary

STATE OF DELAWARE )  
 ) SS:  
COUNTY OF NEW CASTLE )

On this 26 day of September 1996, before me personally appeared Jack M. Bedson to me personally known who, being by me duly sworn, says that he/she is a Vice President of Wilmington 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/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Notary Public

(Notarial Seal)

CHERYL ANN MACNEILL

NOTARY PUBLIC

My Commission expires ~~My commission expires~~ November 2, 1997

STATE OF FLORIDA )  
 ) SS:  
COUNTY OF DUVAL )

On this 13<sup>th</sup> day of September, 1996, 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.

  
Notary Public

(Notarial Seal)

My Commission expires August 2, 1999