



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

LOUIS G. RECHER
Assistant General Counsel

February 28, 1995

Vernon A. Williams, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, D.C. 20423

RECORDATION NO. 13155-B FILED 1495

MAR 3 1995 -2 25 PM

INTERSTATE COMMERCE COMMISSION

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 February 23, 1995, to an Equipment Trust Agreement, dated as of July 1, 1981, between The Bank of New York, Successor Trustee to Mercantile-Safe Deposit and Trust Company, as Trustee, and CSXT, formerly known as Seaboard Coast Line Railroad Company. The Equipment Trust Agreement was filed with the Interstate Commerce Commission on June 24, 1981, and assigned Recordation No. 13155.

The names and addresses of the parties are as follows:

Trustee: The Bank of New York
101 Barclay Street - 21st Floor
New York, New York 10286

CSXT: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

RECEIVED
OFFICE OF THE
SECRETARY
MAR 3 2 19 PM '95
LICENSING BRANCH

Enclosed is a check in the amount of \$21.00 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



Washington, D.C. 20423-0001

3/3/95

Office Of The Secretary

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 3/3/95 at 2:25PM, and assigned recordation number(s). 13155-B.

Sincerely yours,

Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 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

MAR 3 1995 -2 25 PM

Counterpart No. 1
Of 4 Counterparts

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT, dated as of February 23, 1995, by and between THE BANK OF NEW YORK, of New York, New York, a corporation duly organized and existing under the laws of the State of New York, as Successor Trustee (the "Successor Trustee") under the Seaboard Coast Line Railroad Company Equipment Trust No. 15, dated as of July 1, 1981 (the "Equipment Trust Agreement"), and CSX Transportation, Inc., a corporation duly organized and existing under the laws of the Commonwealth of Virginia (the "Railroad"), formerly known as Seaboard Coast Line Railroad Company.

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 June 24, 1981 and assigned Recordation No. 13155; and

WHEREAS, there is now on deposit with the Successor Trustee the sum of \$525,349.93 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) 3,000 H.P. Model SD40-2 diesel-electric locomotives bearing the Railroad's road numbers 8170-8171.

NOW, THEREFORE, the Railroad does hereby agree to sell, assign, transfer and set over unto the Successor Trustee, subject to the terms of the Equipment Trust Agreement, two (2) 3,000 H.P. Model SD40-2 diesel-electric locomotives bearing the Railroad's

road numbers 8170-8171, having a unit Fair Value of \$276,655.50 and an aggregate Fair Value as of the date hereof of \$553,311.00.

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

The Successor 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 Successor 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 Successor Trustee certificates or other evidence satisfactory to the Successor Trustee of such filing and recording.

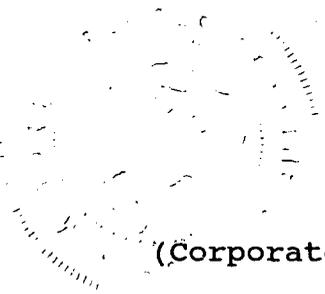
This Supplemental Agreement may be simultaneously executed in two or more counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the Successor 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.

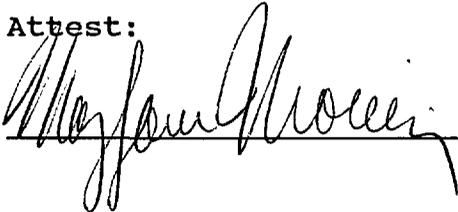
THE BANK OF NEW YORK, Successor Trustee

By: _____


Vice President

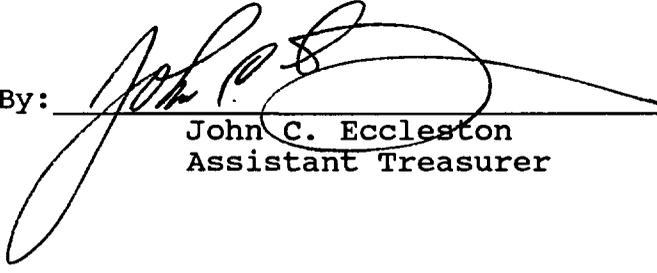

(Corporate Seal)

Attest:



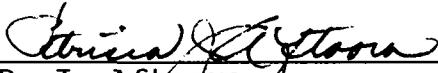
CSX TRANSPORTATION, INC.

By: _____


John C. Eccleston
Assistant Treasurer

(Corporate Seal)

Attest:


P. J. Aftoora
Corporate Secretary

STATE OF NEW YORK)
)
CITY OF NEW YORK)

SS:

On this 22nd day of February, 1995, before me personally appeared William T. Cunningham, to me personally known who, being by me duly sworn, says that he is a Vice President of The Bank of New York, 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.

Timothy J. Shea
Notary Public

(Notarial Seal)

My Commission expires MAY 5, 1996.

TIMOTHY J. SHEA
Notary Public, State of New York
No. 01SH5027547
Qualified in New York County
Commission Expires May 5, 1996

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

SS:

On this 13th day of February, 1995, 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 Lee
Notary Public

(Notarial Seal)

My Commission expires July 28, 1995.