



CSX RAIL TRANSPORT  
Law Department

500 Water Street  
Speed Code J-150  
Jacksonville, FL 32202  
(904) 359-3100  
Writer's direct telephone line:

(904) 359-3673

May 24, 1990

0-155A001

RECORDATION NO. 13239 F

Secretary  
Interstate Commerce Commission  
12th & Constitution, NW  
Washington, DC 20423

JUN 4 1990 -4 35 PM  
INTERSTATE COMMERCE COMMISSION

MOTOR OPERATING UNIT  
JUN 1 4 27 PM '90

Dear Secretary:

I have enclosed four copies of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Supplement dated May 15, 1990, a secondary document.

The primary document to which this document is connected is recorded under Recordation No. 13239.

The names and addresses of the parties to the document are as follows:

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

A description of the equipment covered by the document is five gondola cars bearing road numbers CSXT 499004, 499005, 499007, 499008 and 499009.

A fee check in the amount of \$15 is enclosed. Please return all copies not needed by the Commission for recordation to:

Mr. David M. Yearwood  
Senior Counsel  
CSX Transportation, Inc.  
500 Water Street  
Jacksonville, Florida 32202

Secretary  
Interstate Commerce Commission  
May 24, 1990  
Page 2

A short summary of the document to appear in the index follows:

Addition to lease of 5 gondola cars bearing road numbers CSXT 499004, 499005, 499007, 499008 and 499009.

Very truly yours,

CSX Transportation, Inc.

By: David M. Yearwood  
Senior Counsel

DMY/cra

RECORDATION NO. 13239 F FILED 1990

Counterpart No. 4  
Of 4 Counterparts

JUN 4 1990 -4 35 PM

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT

SUPPLEMENT, made this 15th day of May, 1990, to Leasing Agreement dated as of September 18, 1981, between Lloyds International Leasing Limited ("Lessor") and CSX Transportation, Inc. ("Lessee"), successor corporation to Louisville and Nashville Railroad Company.

WHEREAS, Lessor and Lessee have entered into the above-mentioned Leasing Agreement, which was filed with the Interstate Commerce Commission on September 18, 1981, and assigned Recordation Number 13239; and

WHEREAS, five cars bearing road numbers LN 551667, LN 551846, CSXT 350555 (LN 551845), SBD 350775 (LN 552065), and SBD 350817 (LN 552107), which were subject to said Leasing Agreement, were destroyed and declared casualties; and

WHEREAS, the Lessor and Lessee desire to include additional equipment in substitution for the destroyed equipment;

NOW, THEREFORE, the Lessor and Lessee do hereby agree that five gondola cars bearing road numbers CSXT 499004, 499005, 499007, 499008 and 499009, which have been sold by the Lessee to the Lessor pursuant to a Bill of Sale which is attached hereto as Exhibit "A", shall be leased by the Lessor to the Lessee in accordance with the terms and conditions of the Leasing Agreement dated as of September 18, 1981.

IN WITNESS WHEREAS, the Lessee has executed this instrument as of the date first above written.

CSX TRANSPORTATION, INC.

By: [Signature]  
Vice President-CSX Rail  
Transport

ATTEST:

[Signature]  
Assistant Secretary

[Corporate Seal]

STATE OF FLORIDA     )  
                              )  
COUNTY OF DUVAL     )     ss:

On this 15th day of May, 1990, before me personally appeared B.A. Schwinger, to me personally know, who being by me duly sworn, says, that he is a Vice President-CSX Rail Transport 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.

Cathy R. Hudson  
Notary Public

(Notarial Seal)

My Commission expires:

NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires Jan. 27, 1992  
Bonded thru Patterson-Becht Agency

BILL OF SALE

To Purchaser: Lloyds International Leasing, Limited  
40-66 Queen Victoria Street  
London EC4P4EL  
England

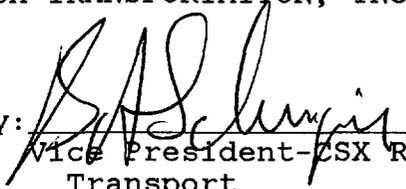
CSX Transportation, Inc. ("Seller"), in consideration of the payment of the sum of One Dollar (\$1.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, sells and transfers to you, as purchaser named above, all of Seller's right, title and interest in and to five gondola cars bearing road numbers CSXT 499004, 499005, 499007, 499008 and 499009 (the "Equipment"), to have and to hold the same unto you, your successors and assigns forever.

Warranties

The Seller warrants that the Seller has not done, or knowingly suffered to be done, anything whereby the Equipment has been encumbered in any way whatsoever.

IN WITNESS WHEREOF, Seller has caused this instrument to be executed in its name by a duly authorized representative, this 15th day of May, 1990.

CSX TRANSPORTATION, INC.

By:   
Vice President - CSX Rail  
Transport

[Corporate Seal]