



1-135A054

100 North Charles Street
Baltimore, MD 21201
(301) 237-4605

CSX DISTRIBUTION SERVICES & CSX EQUIPMENT

Robert F. Hochwarth
Senior Counsel

May 13, 1991

13239-1
RECORDED & FILED

MAY 15 1991 -4 15 PM

INTERSTATE COMMERCE COMMISSION

Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
Room 2215
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

Attention: Recordation Unit
Ms. Mildred Lee

Dear Mr. Strickland:

On behalf of CSX Transportation, Inc., enclosed for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are five counterparts of a secondary document, not previously recorded, entitled Supplement dated May 1, 1991 (L&N).

The party to the enclosed agreement is:

CSX Transportation, Inc. (Lessee), Successor
by merger to Louisville and Nashville Railroad
Company and Seaboard System Railroad, Inc.
100 North Charles Street
Baltimore, MD 21201

The enclosed document, among other things, subjects six railroad cars to that certain Leasing Agreement dated as of September 18, 1981 between Lloyds International Leasing Limited and Lessee which was recorded with the Interstate Commerce Commission on September 18, 1981 under Recordation No. 13239.

The units of equipment covered by the enclosed document are two 60' 100-ton boxcars bearing road numbers LN 420001 and LN 420011; one 100-ton covered hopper car numbered SCL 243922; and three 100-ton open top hopper cars marked LN 194893, LN 194894 and LN 194895.

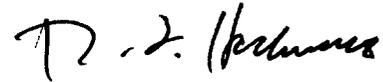
Enclosed is a check in the amount of \$15.00 in payment of the filing fee.

MAY 15 4 20 PM '91

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Sidney L. Strickland, Jr., Secretary
May 13, 1991

Once the filing has been made, please return to the undersigned a stamped copy of the instrument not needed for your files, together with the fee receipt, a copy of the letter from the ICC acknowledging the filing, and an extra copy of this letter of transmittal.

Very truly yours,

A handwritten signature in cursive script, appearing to read "D. J. Perkins".

RFH/kpl

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

5/16/91

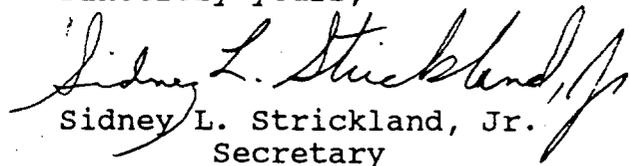
OFFICE OF THE SECRETARY

Robert F. Hochwarth
Senior Counsel
CSX Transportation Inc
100 North Charles Street
Baltimore, MD. 21201

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 5/15/91 at 4:15pm, and assigned recordation number(s). 13239-G, 13136-N, 13136-O, 13240-H

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

13239-14
RECORDATION NO. 13239-14

MAY 15 1991 -4 15 PM

SUPPLEMENT

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT, made this 1st day of May, 1991, 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, six railroad cars bearing road numbers LN 104709, LN 242673, LN 551666, LN 551765, LN 551828 and SBD 165007, 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 six railroad cars bearing road numbers LN 420011, SCL 243922, LN 194895, LN 194893, LN 194894 and LN 420001, 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: A. B. [Signature]
Treasurer

ATTEST:

R. J. [Signature]
Assistant Secretary

[Corporate Seal]

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

On this 1st day of May, 1991, before me personally appeared A. B. Aftoora, to me personally known, who being by me duly sworn, says, that he is 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.

[Notarial Seal



Beulah M. McCauley
Notary Public

My commission expires: 11-1-93

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 six railroad cars bearing road numbers LN 420011, SCL 243922, LN 194895, LN 194893, LN194894 and LN 420001 (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 1st day of May, 1991.

CSX TRANSPORTATION, INC.

By: A. B. [Signature]
Treasurer

[Corporate Seal]