

FILED 1428
1992
INTERSTATE COMMERCE COMMISSION

16849 B
FEB 3 1992

FEB 3 1992 -2:40 PM

FAEGRE & BENSON

2200 NORWEST CENTER
90 SOUTH SEVENTH STREET

MINNEAPOLIS, MINNESOTA 55402-3901

612/336-3000
FACSIMILE 336-3026

2-034A020

16849
FEB 3 1992

FEB 3 1992 -2:12 PM

INTERSTATE COMMERCE COMMISSION

January 29, 1992

16849/C
FEB 3 1992

FEB 3 1992 -2:40 PM

INTERSTATE COMMERCE COMMISSION

Office of the Secretary
Recordations Unit
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, D.C. 20423

Re: Recordation of Supplements to Documents Covering
892 Auto Racks (Conrail 1990 Equipment Trust A)

Dear Sir or Madam:

I have enclosed an original and one certified copy of each of the secondary documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code.

These secondary documents are supplements (ie, amendments) to primary documents previously recorded in your office. The primary documents and the equipment covered thereby as follows:

1. Equipment Trust Agreement dated as of April 1, 1990 between Meridian Trust Company as Owner Trustee and Wilmington Trust Company recorded April 26, 1990 bearing recordation number 16849.
2. Lease Agreement dated as of April 1, 1990 between the foregoing Owner Trustee as lessor and Consolidated Rail Corporation as lessee recorded the same day bearing recordation number 16849-A.
3. The equipment covered by the foregoing primary documents as well as the enclosed supplements is as follows:
 - 327 fully enclosed tri-level auto racks built by Thrall Car Manufacturing Company, identification numbers CR 8673 through CR 8999
 - 565 fully enclosed bi-level auto racks built by Thrall Car Manufacturing Company,

INTERSTATE COMMERCE COMMISSION
RECORDATIONS UNIT
FEB 3 2:56 PM '92

Office of the Secretary
Recordations Unit
January 29, 1992
Page 2

identification numbers CR 8000 through
CR 8564

The names and addresses of the parties to the three
enclosed secondary documents as follows:

1. First Supplement dated as of December 1, 1991 to
Equipment Trust Agreement

(a) Owner Trustee:

Meridian Trust Company
35 North Sixth Street
Reading, Pennsylvania 19603
Attn: Corporate Trust Administration

(b) Wilmington Trust Company

Rodney Square North
Wilmington, Delaware 19890
Attn: Corporate Trust Administration

This Supplement relates to Primary Document No. 1
above.

2. Second Supplement dated as of December 24, 1991 to
Equipment Trust Agreement

- the names and addresses of the parties are
the same as those to the foregoing First
Supplement
- this Supplement also relates to Primary
Document No. 1 above

3. First Supplement dated as of December 24, 1991 to
Lease Agreement.

(a) Lessor:

Meridian Trust Company
35 North Sixth Street
Reading, Pennsylvania 19603
Attn: Corporate Trust Administration

(b) Lessee:

Consolidated Rail Corporation
Six Penn Center Plaza
Philadelphia, Pennsylvania 19103
Attn: Law Department

Office of the Secretary
Recordations Unit
January 29, 1992
Page 3

This Supplement relates to Primary Document No. 2
above.

Short summaries of the three enclosed secondary
documents are as follows:

1. Secondary Document No. 1 above:

Amends Section 6.07 of the related Equipment Trust
Agreement covering allocation of redemption
payments.

2. Secondary Document No. 2 above:

Amends the schedule of sinking fund payments and
of debt service payments contained on Exhibits B
and C of the related Equipment Trust Agreement.

3. Secondary Document No. 3 above:

Amends the schedule of Stipulated Loss Values,
Termination Values, and Basic Rent contained in
Exhibits B and C of the related Lease Agreement.

Our check payable to the Interstate Commerce Commission
for the filing fee of \$48.00 is enclosed. Please return the
original of each of the enclosed documents to me at the following
address:

David M. Beadie
Faegre & Benson
2200 Norwest Center
90 South Sixth Street
Minneapolis, MN 55402-3901

Please call me if you have any questions or desire
additional information.

Very truly yours,

David M. Beadie

David M. Beadie

DMB:ms
Enclosure
cc: Phyllis W. Grossman (w/o enc.)

MKK0447D.WP5

Interstate Commerce Commission
Washington, D.C. 20423

2/4/92

OFFICE OF THE SECRETARY

David M. Beadie

Faegre & Benson

2200 Norwest Center

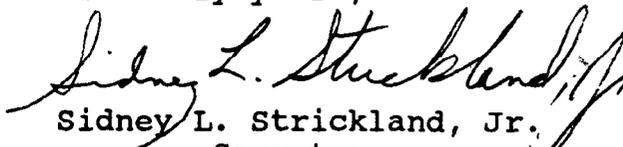
90 South Sixth Street

Minneapolis, MN. 55402-3901

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 2/3/92 at 2:40pm, and assigned recordation number(s). 16849-B, 16849-C & 16849-D

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

DOCUMENT NO. 16849 B
FEB 3 1992 -2 40 PM
INTERSTATE COMMERCE COMMISSION

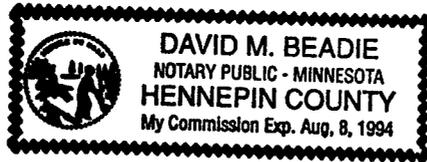
CERTIFICATE

I, David M. Beadie, a notary public in the State of Minnesota, County of Hennepin, do hereby certify that I have compared the attached copy of Second Supplement to Equipment Trust Agreement made and entered into on December 24, 1991 with the original and have found the attached copy to be complete and identical in all respects to said original.

Dated: January 29, 1992

David M. Beadie
David M. Beadie

Notarial Seal



MKK048EF.WP5

SECOND SUPPLEMENT
TO EQUIPMENT TRUST AGREEMENT

REGISTRATION NO. 16849
FEB 3 1992 - 2:30 PM
INTERSTATE COMMERCE COMMISSION

This SECOND SUPPLEMENT TO EQUIPMENT TRUST AGREEMENT (the "Second Supplement") is made and entered into this 24th day of December, 1991 between MERIDIAN TRUST COMPANY, a Pennsylvania trust company, not in its individual capacity but solely as Owner Trustee (the "Owner Trustee"), and WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Equipment Trust Trustee (the "Equipment Trust Trustee"), under the Equipment Trust Agreement, dated as of April 1, 1990, between the Owner Trustee and the Equipment Trust Trustee, as amended by the First Supplement to Equipment Trust Agreement, dated as of December 1, 1991 (as so amended, the "Agreement").

As a result of a partial redemption pursuant to Section 6.02(B) of the Agreement, the parties hereto now desire to amend the Agreement pursuant to Section 6.07 thereof and, accordingly, agree as follows:

ARTICLE I

Exhibit B to the Agreement is hereby deleted in its entirety, and Schedule A hereto is substituted therefor.

Exhibit C to the Agreement is hereby deleted in its entirety, and Schedule B hereto is substituted therefor.

ARTICLE II

Except as amended as set forth above, the Agreement is in all respects ratified and confirmed and the terms, provisions and conditions thereof shall remain in full force and effect. This Second Supplement shall take effect on the date hereof.

ARTICLE III

This Second Supplement shall be deemed to be a contract made and to be performed entirely in the State of New York, and for all purposes shall be governed by and construed in accordance with the laws of said State. This Second Supplement may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the Owner Trustee and the Equipment Trust Trustee have caused this Second Supplement to be duly executed, and their respective corporate seals to be hereunto affixed and attested, all as of the day and year first above written.

MERIDIAN TRUST COMPANY,
not in its individual capacity
but solely as Owner Trustee

By: *J. M. Laney*
Title: *Asst. Vice President*

WILMINGTON TRUST COMPANY,
not in its individual capacity
but solely as Equipment Trust
Trustee

By: _____
Title:

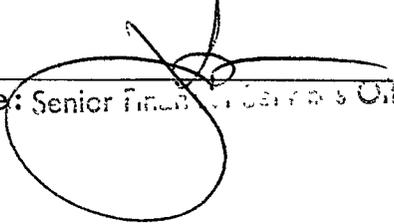
IN WITNESS WHEREOF, the Owner Trustee and the Equipment Trust Trustee have caused this Second Supplement to be duly executed, and their respective corporate seals to be hereunto affixed and attested, all as of the day and year first above written.

MERIDIAN TRUST COMPANY,
not in its individual capacity
but solely as Owner Trustee

By: _____
Title:

WILMINGTON TRUST COMPANY,
not in its individual capacity
but solely as Equipment Trust
Trustee

By: _____
Title: Senior Financial Services Officer



Second Supplement to Equipment
Trust Agreement dated as of
December 24, 1991

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

On this 23^d day of January, 1992 before me personally
appeared, James P. Lawler, to me personally known,
who being by me duly sworn, says that (s)he is the Senior
Financial Services Officer of WILMINGTON TRUST COMPANY, that the
foregoing instrument was signed ~~on December xxxxxxxx 1991~~ on behalf
of said corporation by authority of its Board of Directors, and
(s)he acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.

Sharon M. Brendle
Notary Public

SHARON M. BRENDEL
NOTARY PUBLIC
COMMISSION EXPIRES AUGUST 10, 1993

[Notary Seal]

My commission expires _____

MKK045CF.WP5

SINKING FUND PAYMENTS

Sinking Fund Payment Date	Sinking Fund Principal Payment
1 Oct 1991	\$575,000.00
1 Apr 1992	911.66
1 Oct 1992	584,861.53
1 Oct 1993	642,748.85
1 Oct 1994	705,626.45
1 Oct 1995	775,490.46
1 Oct 1996	851,342.81
1 Oct 1997	935,179.61
1 Oct 1998	869,307.84
1 Apr 1999	1,211,641.46
1 Apr 2000	1,908,285.40
1 Apr 2001	2,122,867.70
1 Apr 2002	2,342,440.29
1 Apr 2003	2,583,970.13
1 Apr 2004	2,851,449.47
1 Apr 2005	3,145,876.34
	\$22,107,000.00

Schedule B to
 Second Supplement
 Exhibit C to
 Equipment
 Trust Agreement

	Interest Component of ETA Rent Due on Payment Date	Principal Component of ETA Rent Due on Payment Date
1 Oct 1990	747,060.01	0.00
1 Apr 1991	657,302.52	0.00
1 Oct 1991	1,085,453.70	575,000.00 *
1 Apr 1992	1,057,221.20	911.66 **
1 Oct 1992	1,057,176.44	584,861.53
1 Apr 1993	1,028,459.74	0.00
1 Oct 1993	1,028,459.74	642,748.85
1 Apr 1994	996,900.77	0.00
1 Oct 1994	996,900.77	705,626.45
1 Apr 1995	962,254.51	0.00
1 Oct 1995	962,254.51	775,490.46
1 Apr 1996	924,177.93	0.00
1 Oct 1996	924,177.93	851,342.81
1 Apr 1997	882,377.00	0.00
1 Oct 1997	882,377.00	935,179.61
1 Apr 1998	836,459.68	0.00
1 Oct 1998	836,459.68	869,307.84
1 Apr 1999	793,776.66	1,211,641.46
1 Oct 1999	734,285.07	0.00
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1 Apr 2002	536,355.45	2,342,440.29
1 Oct 2002	421,341.63	0.00
1 Apr 2003	421,341.63	2,583,970.13
1 Oct 2003	294,468.70	0.00
1 Apr 2004	294,468.70	2,851,449.47
1 Oct 2004	154,462.53	0.00
1 Apr 2005	154,462.53	3,145,876.34
total	22,222,253.05	22,107,000.00

* includes 41,000.00 for casualty
 ** includes 911.66 for casualty

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