

WHITE & CASE

1155 AVENUE OF THE AMERICAS  
NEW YORK, NEW YORK 10036-2787

(212) 819-8200

FACSIMILE (212) 354-8113

TELEX 126201

20-5, ICHIBANCHO, CHIYODA-KU, TOKYO

15 QUEEN'S ROAD CENTRAL, HONG KONG

50 RAFFLES PLACE, SINGAPORE

CUMHURİYET CADDESİ 12/10, ISTANBUL

ZIYA UR RAHMAN CADDESİ 17/5, ANKARA

AVENUE DE LA RENAISSANCE 1, BRUSSELS

(JOINT OFFICE WITH DERINGER,

TESSIN, HERRMANN & SEDEMUND)

1747 PENNSYLVANIA AVENUE, N W  
WASHINGTON, D C

633 WEST FIFTH STREET, LOS ANGELES

200 SOUTH BISCAYNE BOULEVARD, MIAMI

20. PLACE VENDÔME, PARIS

66 GRESHAM STREET, LONDON

BIRGER JARLSGATAN 14, STOCKHOLM

2013 WALI AL-AHD (P.O. BOX 2256), JEDDAH

RECORDATION NO. 170251C FILED 1429

December 27, 1990

DEC 27 1990 50 AM

INTERSTATE COMMERCE COMMISSION

Office of the secretary  
Recordations Unit  
Room 2303  
Interstate Commerce Commission  
12th and Constitution Avenue, N.W.  
Washington, D.C. 20423

Attention: Ms. Mildred Lee

Dear Ms. Lee:

Enclosed is an original and one certified true copy of the document described below, to be recorded pursuant to 49 U.S.C. § 11303. This document, Lease and Indenture Supplement No. 2, dated December 27, 1990, is a secondary document. The primary documents to which the foregoing document is connected are recorded under Recordation No. 17025 and Recordation No. 17025A.

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

CSX Transportation, Inc.  
100 N. Charles Street  
Baltimore, MD 21201

Mercantile-Safe Deposit and Trust Company  
2 Hopkins Plaza  
Baltimore, MD 21203

A description of the equipment to be delivered pursuant to each of these documents follows: 60-Foot Boxcars, 50-Foot Boxcars and Medium Covered Hopper Cars.

*Richard H. Hill, Jr.*  
*C. [Signature]*

Dec 27 8 42 AM '90  
MOTOR OPERATING UNIT

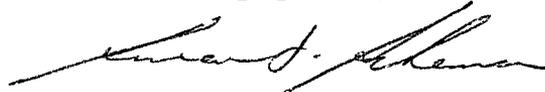
The identifying marks for this equipment are provided in Schedule A attached hereto.

A filing fee of \$15.00 is enclosed. Please return to the undersigned the original and any extra copies needed by the Commission for recordation.

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

Lease and Indenture Supplement no. 2, dated December 27, 1990, among Wilmington Trust Company, not in its individual capacity but as otherwise expressly provided therein but solely as trustee, as owner Trustee, CSX Transportation, Inc., as Lessee, and Mercantile-Safe Deposit and Trust Company, as Indenture Trustee, covering up to 127 60-Foot Boxcars, 205 50-Foot Boxcars and 120 Medium Covered Hopper Cars identified by the Lessee in Schedule 1 thereto.

Very truly yours,



Susan J. Scheman

Enclosures

cc: Marianne Rosenberg, Esq.  
Donna M. Mazzaferro, Esq.

## NON-RULE 88 MEDIUM COVD HOPPERS IN 4TH QTR CLOSING

<u>NEW INITIAL</u>	<u>NEW NUMBER</u>
CSXT	225320
CSXT	225321
CSXT	225322
CSXT	225323
CSXT	225324
CSXT	225327
CSXT	225328
CSXT	225329
CSXT	225330
CSXT	225341
CSXT	225344
CSXT	225345
CSXT	225346
CSXT	225348
CSXT	225349
CSXT	225353
CSXT	225354
CSXT	225356
CSXT	225358
CSXT	225359
CSXT	225360
CSXT	225362
CSXT	225363
CSXT	225364
CSXT	225366
CSXT	225370
CSXT	225372
CSXT	225373
CSXT	225380
CSXT	225382
CSXT	225383
CSXT	225387
CSXT	225389
CSXT	225392
CSXT	225393
CSXT	225404
CSXT	225410
CSXT	225413
CSXT	225414
CSXT	225416
CSXT	225417
CSXT	225419
CSXT	225421
CSXT	225422
CSXT	225423
CSXT	225426
CSXT	225427
CSXT	225428
CSXT	225431
CSXT	225438
CSXT	225444
CSXT	225445
CSXT	225446

NON-RULE 88 MEDIUM COVD HOPPERS IN 4TH QTR CLOSING

NEW INITIAL	NEW NUMBER
CSXT	225447
CSXT	225448
CSXT	226002
CSXT	226005
CSXT	226008
CSXT	226014
CSXT	226018
CSXT	226019
CSXT	226024
CSXT	226025
CSXT	226038
CSXT	226045
CSXT	226048
CSXT	226053
CSXT	226054
CSXT	226057
CSXT	226062
CSXT	226063
CSXT	226064
CSXT	226071
CSXT	226075
CSXT	226076
CSXT	226079
CSXT	226080
CSXT	226081
CSXT	226083
CSXT	226087
CSXT	226091
CSXT	226093
CSXT	226107
CSXT	226108
CSXT	240086
CSXT	245003
CSXT	245005
CSXT	245009
CSXT	245010
CSXT	245011
CSXT	245012
CSXT	245013
CSXT	245016
CSXT	245021
CSXT	245026
CSXT	245027
CSXT	245029
CSXT	245031
CSXT	245032
CSXT	245033
CSXT	245035
CSXT	245039
CSXT	245047
CSXT	245048
CSXT	245049
CSXT	245055

NON-RULE 88 MEDIUM COVD HOPPERS IN 4TH QTR CLOSING

NEW INITIAL	NEW NUMBER
CSXT	245058
CSXT	245060
CSXT	245061
CSXT	245062
CSXT	245066
CSXT	245069
CSXT	245070
CSXT	245071
CSXT	245074
CSXT	245075
CSXT	245078
CSXT	245082
CSXT	245083
CSXT	245084

450-FOOT BOXCARS IN 4TH QUARTER CLOSING (REV 12/29/90)

NEW INITIAL	NEW NUMBER
CSXT	160008
CSXT	160014
CSXT	160021
CSXT	160035
CSXT	160038
CSXT	160039
CSXT	160040
CSXT	161241
CSXT	161243
CSXT	161245
CSXT	161247
CSXT	161248
CSXT	161249
CSXT	161253
CSXT	161259
CSXT	161261
CSXT	161270
CSXT	161275
CSXT	161285
CSXT	161287
CSXT	161289
CSXT	161290
CSXT	161293
CSXT	161294
CSXT	161295
CSXT	161299
CSXT	161302
CSXT	161305
CSXT	161312
CSXT	161338
CSXT	161339
CSXT	161341
CSXT	161344
CSXT	161345
CSXT	161346
CSXT	161347
CSXT	161348
CSXT	161350
CSXT	161351
CSXT	161352
CSXT	161355
CSXT	161358
CSXT	161360
CSXT	161362
CSXT	161363
CSXT	161364
CSXT	161366
CSXT	161372
CSXT	161373
CSXT	161374
CSXT	161375
CSXT	161376
CSXT	161377

## 150-FOOT BOXCARS IN 4TH QUARTER CLOSING (REV 12/20/90)

NEW INITIAL	NEW NUMBER
CSXT	161380
CSXT	161382
CSXT	161383
CSXT	161385
CSXT	161387
CSXT	161390
CSXT	161391
CSXT	161392
CSXT	161393
CSXT	161394
CSXT	161396
CSXT	161397
CSXT	161402
CSXT	161403
CSXT	161408
CSXT	161409
CSXT	161410
CSXT	161412
CSXT	161416
CSXT	161421
CSXT	161422
CSXT	161423
CSXT	161427
CSXT	161428
CSXT	161429
CSXT	161433
CSXT	161451
CSXT	161453
CSXT	161456
CSXT	161481
CSXT	161471
CSXT	161454
CSXT	161467
CSXT	161462
CSXT	161483
CSXT	161494
CSXT	161496
CSXT	161501
CSXT	161503
CSXT	161512
CSXT	161517
CSXT	161525
CSXT	161533
CSXT	161535
CSXT	161543
CSXT	161547
CSXT	161549
CSXT	161550
CSXT	161553
CSXT	161554
CSXT	161557
CSXT	161558
CSXT	161561

60-FOOT BOXCARS IN 4TH QUARTER CLOSING (REV. 12/20/90)

NEW INITIAL	NEW NUMBER
CSXT	161562
CSXT	161563
CSXT	161564
CSXT	161567
CSXT	161568
CSXT	161569
CSXT	161572
CSXT	161574
CSXT	161576
CSXT	161578
CSXT	161579
CSXT	161582
CSXT	161584
CSXT	161668
CSXT	161669
CSXT	161671
CSXT	161672
CSXT	161674
CSXT	161675
CSXT	161679
CSXT	161680

50-FT BOXCARS IN 4TH QUARTER CLOSING (REV 12/26/90)

NEW INITIAL	NEW NUMBER
CSXT	124470
CSXT	124549
CSXT	124604
CSXT	124747
CSXT	124767
CSXT	124787
CSXT	124940
CSXT	124946
CSXT	124966
CSXT	124988
CSXT	125086
CSXT	125169
CSXT	125220
CSXT	125272
CSXT	125294
CSXT	125948
CSXT	125952
CSXT	125963
CSXT	126029
CSXT	126035
CSXT	126067
CSXT	126496
CSXT	126507
CSXT	126510
CSXT	126513
CSXT	126524
CSXT	126526
CSXT	126530
CSXT	126541
CSXT	126549
CSXT	126555
CSXT	126556
CSXT	126560
CSXT	126562
CSXT	126567
CSXT	126571
CSXT	126573
CSXT	126580
CSXT	126582
CSXT	126583
CSXT	126599
CSXT	126600
CSXT	126605
CSXT	126611
CSXT	126613
CSXT	126624
CSXT	126635
CSXT	126645
CSXT	126647
CSXT	126648
CSXT	126650
CSXT	126653
CSXT	126655

50-F1 BOXCARS IN 4TH QUARTER CLOSING (REV 12/26/90)

NEW INITIAL	NEW NUMBER
CSXT	126656
CSXT	126658
CSXT	126665
CSXT	126673
CSXT	126676
CSXT	126682
CSXT	126685
CSXT	126686
CSXT	126690
CSXT	127736
CSXT	127737
CSXT	127739
CSXT	127740
CSXT	127742
CSXT	127743
CSXT	127745
CSXT	127747
CSXT	127748
CSXT	127749
CSXT	127750
CSXT	127753
CSXT	127754
CSXT	127755
CSXT	127757
CSXT	127758
CSXT	127759
CSXT	127760
CSXT	127761
CSXT	127762
CSXT	127763
CSXT	127765
CSXT	127766
CSXT	127767
CSXT	127769
CSXT	127854
CSXT	127855
CSXT	127856
CSXT	128283
CSXT	128284
CSXT	128285
CSXT	128290
CSXT	128292
CSXT	128680
CSXT	128859
CSXT	128911
CSXT	136338
CSXT	136347
CSXT	136353
CSXT	136356
CSXT	136360
CSXT	136361
CSXT	136373
CSXT	136375

## 50-FT BOXCARS IN 4TH QUARTER CLOSING (REV 12/26/90)

NEW INITIAL	NEW NUMBER
CSXT	136392
CSXT	139082
CSXT	139098
CSXT	139153
CSXT	139190
CSXT	139195
CSXT	139196
CSXT	139198
CSXT	139204
CSXT	139208
CSXT	139220
CSXT	139222
CSXT	139225
CSXT	139235
CSXT	139240
CSXT	139248
CSXT	139252
CSXT	139267
CSXT	139268
CSXT	139269
CSXT	139271
CSXT	139272
CSXT	139274
CSXT	139279
CSXT	139281
CSXT	139282
CSXT	139284
CSXT	139296
CSXT	139299
CSXT	139302
CSXT	139305
CSXT	139314
CSXT	139315
CSXT	139683
CSXT	139688
CSXT	139691
CSXT	139708
CSXT	139738
CSXT	139750
CSXT	139760
CSXT	139781
CSXT	139794
CSXT	139799
CSXT	139822
CSXT	139835
CSXT	139843
CSXT	139864
CSXT	139866
CSXT	139877
CSXT	139886
CSXT	139898
CSXT	139900
CSXT	139908

## 50-FT BOXCARS TN 4TH QUARTER CLOSING (REV 12/26/90)

NEW INITIAL	NEW NUMBER
CSXT	139919
CSXT	139932
CSXT	139943
CSXT	140096
CSXT	140105
CSXT	140112
CSXT	140122
CSXT	140124
CSXT	140132
CSXT	140150
CSXT	140211
CSXT	140214
CSXT	140227
CSXT	140232
CSXT	140257
CSXT	140259
CSXT	140263
CSXT	140271
CSXT	140281
CSXT	140298
CSXT	140300
CSXT	140321
CSXT	140325
CSXT	140332
CSXT	140341
CSXT	140344
CSXT	502255
CSXT	502276
CSXT	502301
CSXT	502306
CSXT	502333
CSXT	502367
CSXT	502384
CSXT	502395
CSXT	502429
CSXT	502480
CSXT	502516
CSXT	502689
CSXT	502691
CSXT	502692
CSXT	502707
CSXT	502786
CSXT	502810
CSXT	502928
CSXT	502933
CSXT	502961

RECORDATION NO. 17025  
DEC 27 1990 50 AM  
INTERSTATE COMMERCE COMMISSION

LEASE AND INDENTURE SUPPLEMENT NO. 2

Dated December 27, 1990

Among

WILMINGTON TRUST COMPANY,  
not in its individual capacity but solely as trustee,  
Lessor/Owner Trustee,

CSX TRANSPORTATION, INC.,  
Lessee

and

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY,  
not in its individual capacity but solely as trustee,  
Indenture Trustee

60-FOOT BOXCARS  
50-FOOT BOXCARS  
MEDIUM COVERED HOPPER CARS

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ALL RIGHT, TITLE AND INTEREST IN AND TO THIS LEASE AND INDENTURE SUPPLEMENT NO. 2 AND TO THE RAILCARS COVERED HEREBY ON THE PART OF WILMINGTON TRUST COMPANY, AS OWNER TRUSTEE, HAS BEEN ASSIGNED TO AND IS SUBJECT TO A LIEN AND SECURITY INTEREST IN FAVOR OF MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, AS INDENTURE TRUSTEE UNDER AN INDENTURE AND SECURITY AGREEMENT DATED AS OF SEPTEMBER 1, 1990. TO THE EXTENT, IF ANY, THAT THIS LEASE AND INDENTURE SUPPLEMENT NO. 1 CONSTITUTES CHATTEL PAPER (AS SUCH TERM IS DEFINED IN THE UNIFORM COMMERCIAL CODE AS IN EFFECT IN ANY APPLICABLE JURISDICTION), NO SECURITY INTEREST IN THIS LEASE AND INDENTURE SUPPLEMENT NO. 2 MAY BE CREATED THROUGH THE TRANSFER OR POSSESSION OF ANY COUNTERPART OTHER THAN THE ORIGINAL COUNTERPART THAT CONTAINS THE RECEIPT THEREFOR EXECUTED BY MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, AS INDENTURE TRUSTEE, ON OR IMMEDIATELY FOLLOWING THE SIGNATURE PAGE THEREOF.

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FILED WITH THE INTERSTATE COMMERCE COMMISSION  
PURSUANT TO 49 U.S.C. § 11303 ON DECEMBER \_\_, 1990  
AT \_\_:\_\_ A.M. RECORDATION NUMBER \_\_\_\_\_.

THIS LEASE AND INDENTURE SUPPLEMENT, dated December 27, 1990, among WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee ("Lessor" or "Owner Trustee") under that certain Trust Agreement dated as of September 1, 1990 (the "Trust Agreement") with NORWEST BANK MINNESOTA, NATIONAL ASSOCIATION, CSX TRANSPORTATION, INC., a Virginia corporation ("Lessee") and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland trust company, not in its individual capacity but solely as Indenture Trustee (the "Indenture Trustee").

W I T N E S S E T H :

WHEREAS, Lessor, Lessee and the Indenture Trustee have, with the other parties thereto, heretofore entered into a Participation Agreement (the "Participation Agreement"), Lessor and Lessee have heretofore entered into a Lease Agreement (the "Lease"), and the Indenture Trustee and Owner Trustee have heretofore entered into an Indenture and Security Agreement (the "Indenture"), each dated as of September 1, 1990 (capitalized terms used herein without definitions having the respective meanings set forth in Appendix X to the Lease);

WHEREAS, the Participation Agreement and the Lease provide that on each Closing Date Seller shall deliver to Owner Trustee a Bill of Sale dated such date by which Seller bargains, conveys, assigns, sets over, sells and delivers to Owner Trustee, and Owner Trustee purchases and accepts from the Seller, the Railcars to be conveyed on such Closing Date, and said Bill of Sale has been delivered by Seller and accepted by Owner Trustee on such Closing Date;

WHEREAS, the Participation Agreement, the Lease, and the Indenture provide for the execution of a Lease and Indenture Supplement substantially in the form hereof for the purposes of leasing the Railcars under the Lease as and when delivered by Lessor to Lessee in accordance with the terms thereof and subjecting such Railcars to the lien of the Indenture;

NOW, THEREFORE, in consideration of the premises and for good and sufficient consideration, Lessor, Lessee and Indenture Trustee hereby agree as follows:

1. Lessor hereby delivers and leases to Lessee, and Lessee hereby accepts and leases from Lessor, under the Lease as hereby supplemented, the Railcars listed on Schedule 1 hereto.

2. Lessee hereby confirms to Lessor that Lessee has accepted such Railcars for all purposes hereof and of the Lease as being in accordance with the Statement of Specifications attached as an exhibit to the Appraisal for such Railcars and in good working order.

3. (a) The percentage of Lessor's Cost in Section 2(e) of the Lease is hereby amended to be 45.889% and (b) Schedule 1B to the Lease is hereby deleted and replaced with Schedule 4 attached hereto.

4. The definition of "Average Life" in Schedule X to the Lease is hereby deleted in its entirety and replaced with the following: "Average Life" with respect to the Series A Notes issued on the Initial Closing Date shall mean 9.52 years, with respect to the Series B Notes issued on the Initial Closing Date shall mean 14.75 years, with respect to the Series A Notes issued on the Final Closing Date shall mean 9.013 years and with respect to the Series B Notes issued on the Final Closing Date shall mean 14.497 years.

5. The aggregate Lessor's Cost of the Railcars leased hereunder is \$11,249,000 as set forth on Schedule 1 hereto and the amounts comprising such Lessor's Cost and the Lessor's Cost of each 60-Foot Hopper Car, 50-Foot Hopper Car and Medium Covered Hopper Car leased hereunder are set forth on Schedule 1 hereto. The Stipulated Loss Values and Termination Values set forth, respectively, on Schedules 2 and 3 hereto shall be applicable in respect of the 60-Foot Boxcars leased hereunder on the date hereof, the 50-Foot Boxcars leased hereunder on the date hereof, and the Medium Covered Hopper Cars leased hereunder on the date hereof.

6. Lessee hereby confirms its agreement, in accordance with the Lease as supplemented by this Lease and Indenture Supplement No. 2, on the Basic Term Commencement Date to pay Interim Rent to Lessor for each Railcar leased hereunder as provided for in the Lease and on each Payment Date during the Basic Term to pay Basic Rent to Lessor for each Railcar leased hereunder as provided for in the Lease.

7. In order to secure the prompt payment of the principal of and Premium, if any, and interest on the Notes issued on the date hereof and on the other Notes, Lessor has granted, conveyed, pledged, sold, mortgaged, assigned, transferred and set over a security interest unto the Inden-

ture Trustee in (i) the Railcars listed on Schedule 1 hereto and (ii) this Lease and Indenture Supplement No. 2, in each case excluding Excepted Property and Excepted Rights, to have and to hold unto the Indenture Trustee and its successors and its assigns for its and their own use and benefit forever.

8. All of the provisions of the Lease and the Indenture are hereby incorporated by reference in this Lease and Indenture Supplement No. 2 to the same extent as if fully set forth herein.

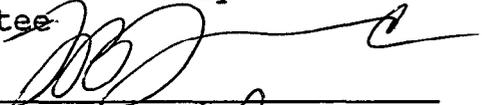
9. This Lease and Indenture Supplement No. 2 may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute but one and the same instrument.

10. This Lease and Indenture Supplement No. 2 is being delivered in the State of New York and shall in all respects be governed by, and construed in accordance with, the laws of the State of New York, including all matters of construction, validity and performance.

IN WITNESS WHEREOF, Lessor, Lessee and Indenture Trustee have caused this Lease and Indenture Supplement No. 2 to be duly executed on the date and year set forth in the opening paragraph hereof.

Lessor/Owner Trustee

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

By   
Title: V.P.

Lessee

CSX TRANSPORTATION, INC.

By \_\_\_\_\_  
Title:

Indenture Trustee

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY,  
not in its individual capacity but solely as Indenture Trustee

By \_\_\_\_\_  
Title:

IN WITNESS WHEREOF, Lessor, Lessee and Indenture Trustee have caused this Lease and Indenture Supplement No. 2 to be duly executed on the date and year set forth in the opening paragraph hereof.

Lessor/Owner Trustee

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

By \_\_\_\_\_  
Title:

Lessee

CSX TRANSPORTATION, INC.

By A. B. N. [Signature]  
Title: Treasurer

Indenture Trustee

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY,  
not in its individual capacity but solely as Indenture Trustee

By \_\_\_\_\_  
Title:



IN WITNESS WHEREOF, Lessor, Lessee and Indenture Trustee have caused this Lease and Indenture Supplement No. 2 to be duly executed on the date and year set forth in the opening paragraph hereof.

Lessor/Owner Trustee

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

By \_\_\_\_\_  
Title:

Lessee

CSX TRANSPORTATION, INC.

By \_\_\_\_\_  
Title:

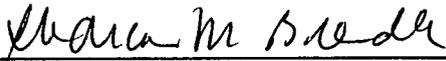
Indenture Trustee

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY,  
not in its individual capacity but solely as Indenture Trustee

By  \_\_\_\_\_  
Title: VICE PRESIDENT

STATE OF )  
 : ss.:  
COUNTY OF )

On this 18<sup>th</sup> day of Dec., 1990, before me personally appeared WILLIAM B. SOWDEN, III, to be personally known, who, being by me duly sworn, says that he is Vice President of Wilmington Trust Company, 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

My Commission Expires:

[Notary Seal]

SHARON M. BRENDLE  
NOTARY PUBLIC  
MY COMMISSION EXPIRES AUGUST 10, 1993

STATE OF MARYLAND)  
: ss.:  
CITY OF BALTIMORE)

On this 18th day of December, 1990, before me personally appeared A. B. Aftoora, to be personally known, who, being by me duly sworn, says that he is Treasurer of CSX Transportation, Inc., 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

My Commission Expires: October 1, 1993

[Notary Seal]



SCHEDULE 1

SCHEDULE OF RAILCARS TO BE DELIVERED

60-Foot Boxcars

<u>Quantity of Units</u>	<u>Serial Numbers</u>	<u>Lessor's Cost Per Unit</u>	<u>Aggregate Lessor's Cost</u>
127	See Attachment	\$27,000	\$3,429,000

50-Foot Boxcars

<u>Quantity of Units</u>	<u>Serial Numbers</u>	<u>Lessor's Cost Per Unit</u>	<u>Aggregate Lessor's Cost</u>
205	See Attachment	\$22,400	\$4,592,000

Medium Covered Hopper Cars

<u>Quantity of Units</u>	<u>Serial Numbers</u>	<u>Lessor's Cost Per Unit</u>	<u>Aggregate Lessor's Cost</u>
120	See Attachment	\$26,900	\$3,228,000

CSX CORPORATION  
Covered & Opentop Hopper and Box Cars  
NORWEST  
December 27, 1990 Funding  
\$11,249,000 Funding Amount

STIPULATED LOSS VALUES  
(Expressed as a Percent of Equipment Cost)

Values are net of any arrears rent due that day.  
The lessee pays the loss value plus the "Rent Received".

Date	Stipulated Loss Values	Rent Received
6/26/1991	107.4980811%	.0000000%
12/26/1991	108.8060824%	3.9932500%
6/26/1992	106.6999443%	7.1125521%
12/26/1992	107.4474059%	3.8920765%
6/26/1993	104.7266229%	7.2137256%
12/26/1993	105.2058438%	3.7263263%
6/26/1994	101.9382372%	7.3794759%
12/26/1994	102.2520061%	3.5440341%
6/26/1995	98.4857582%	7.5617681%
12/26/1995	98.6691763%	3.3435492%
6/26/1996	94.3713138%	7.7622530%
12/26/1996	94.4240025%	3.1230558%
6/26/1997	89.5726056%	7.9827463%
12/26/1997	89.5758488%	2.8805573%
6/26/1998	81.7854712%	10.6932009%
12/26/1998	81.8495223%	2.5361125%
6/26/1999	73.4839105%	11.0376457%
12/26/1999	73.5549792%	2.2491311%
6/26/2000	64.6293708%	11.3246271%
12/26/2000	64.7071428%	1.9459977%
6/26/2001	55.2112391%	11.6277605%
12/26/2001	55.4390875%	1.5410028%
6/26/2002	45.3256500%	12.0327554%
12/26/2002	45.8886957%	1.0174644%
6/26/2003	41.6221574%	12.5562938%
12/26/2003	42.6695111%	.4416769%
6/26/2004	31.1747300%	13.1320813%
12/26/2004	32.3006932%	.0511500%
6/26/2005	20.0000000%	13.5226081%

CSX CORPORATION  
Covered & Opentop Hopper and Box Cars  
NORWEST  
December 27, 1990 Funding  
\$11,249,000 Funding Amount

**TERMINATION VALUES**

(Expressed as a Percent of Equipment Cost)

Values are net of any arrears rent due that day.  
The lessee pays the loss value plus the "Rent Received".

Date	Termination Values	Rent Received
6/26/1991	107.4980811%	.00000000%
12/26/1991	108.8060824%	3.9932500%
6/26/1992	106.6999443%	7.1125521%
12/26/1992	107.4474059%	3.8920765%
6/26/1993	104.7266229%	7.2137256%
12/26/1993	105.2058438%	3.7263263%
6/26/1994	101.9382372%	7.3794759%
12/26/1994	102.2520061%	3.5440341%
6/26/1995	98.4857582%	7.5617681%
12/26/1995	98.6691763%	3.3435492%
6/26/1996	94.3713138%	7.7622530%
12/26/1996	94.4240025%	3.1230558%
6/26/1997	89.5726056%	7.9827463%
12/26/1997	89.5758488%	2.8805573%
6/26/1998	81.7854712%	10.6932009%
12/26/1998	81.8495223%	2.5361125%
6/26/1999	73.4839105%	11.0376457%
12/26/1999	73.5549792%	2.2491311%
6/26/2000	64.6293708%	11.3246271%
12/26/2000	64.7071428%	1.9459977%
6/26/2001	55.2112391%	11.6277605%
12/26/2001	55.4390875%	1.5410028%
6/26/2002	45.3256500%	12.0327554%
12/26/2002	45.8886957%	1.0174644%
6/26/2003	41.6221574%	12.5562938%
12/26/2003	42.6695111%	.4416769%
6/26/2004	31.1747300%	13.1320813%
12/26/2004	32.3006932%	.0511500%
6/26/2005	20.0000000%	13.5226081%

SCHEDULE 1B  
to  
Lease

BASIC RENT  
(Railcars Delivered on Final Closing Date)

<u>Payment Date</u>	<u>Percentage of Lessor's Cost</u> (in arrears)
June 26, 1991	.00000000
December 26, 1991	3.99324998
June 26, 1992	7.11255214
December 26, 1992	3.89207654
June 26, 1993	7.21372558
December 26, 1993	3.72632625
June 26, 1994	7.37947586
December 26, 1994	3.54403414
June 26, 1995	7.56176807
December 26, 1995	3.34354920
June 26, 1996	7.76225300
December 26, 1996	3.12305583
June 26, 1997	7.98274629
December 26, 1997	2.88055729
June 26, 1998	10.69320091
December 26, 1998	2.53611254
June 26, 1999	11.03764566
December 26, 1999	2.24913112
June 26, 2000	11.32462708
December 26, 2000	1.94599769
June 26, 2001	11.62776051
December 26, 2001	1.54100284
June 26, 2002	12.03275536
December 26, 2002	1.01746440
June 26, 2003	12.55629380
December 26, 2003	.44167695
June 26, 2004	13.13208125
December 26, 2004	.05114997
June 26, 2005	13.52260814