

Counterparts - Judith Heichelle

RECORDATION NO 17540-6 FILED 1425

SEP 26 1991 - 3 05 PM

INTERSTATE COMMERCE COMMISSION
1737 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-AND (P.O. BOX 22567), JEDDAH

RECORDATION NO 17540-D FILED 1425
SEP 26 1991 3 105 PM

RECORDATION NO 17540-17 FILED 1425

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INTERSTATE COMMERCE COMMISSION
WHITE & CASE

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

(212) 819-8200
FACSIMILE: (212) 354-5173

TELEX: 126201

SEP 26 1991 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

1-269A072

RECORDATION NO FILED 1425

RECORDATION NO 17540-13 FILED 1425

SEP 26 1991 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

20-5, ICHIBANCHO, CHIYODA-KU, TOKYO

15 QUEEN'S ROAD CENTRAL, HONG KONG

60 RAFFLES PLACE, SINGAPORE

CUMHURİYET CADDESİ 12/10, ISTANBUL

ZIYA ÜR RAHMAN CADDESİ 17/5, ANKARA

7, ULITSA TVERSKAYA, MOSCOW

AVENUE DE LA RENAISSANCE 1, BRUSSELS

(JOINT OFFICE WITH DERINGER, TESSIN, HERRMANN & SEDEMUND)

SEP 26 1991 SEP 26 1991 17540-F

RECORDATION NO FILED 1425

SEP 26 1991 - 3 05 PM

Mr. Sidney L. Strickland, Jr.

Secretary

Interstate Commerce Commission

Twelfth Street & Constitution Avenue, N.W.

Washington, D.C. 20423

SEP 26 1991 - 3 05 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

Re: Lease of Locomotives from Baltimore Locomotive Lease Co., Ltd. to CSX Transportation, Inc.

Dear Mr. Strickland:

Enclosed are an original and two originally executed counterparts of the two primary documents described below and the five secondary documents which also are described below. The secondary documents described as item numbers 1, 2, 3 and 4 below are related to the primary document described as item 1 below. The secondary document described as item 5 below is related to the primary document described as item 2 below. All of the enclosed documents are to be recorded pursuant to Section 11303, Title 49, of the United States Code.

The enclosed primary documents are:

- (1) Lease Agreement (CSXT 1991-A), dated as of September 26, 1991, between Baltimore Locomotive Lease Co., Ltd., as lessor, and CSX Transportation, Inc., as lessee.
- (2) Trust Indenture and Security Agreement (CSXT 1991-A), dated as of September 26, 1991, among Baltimore Locomotive Lease Co., Ltd., as lessor, CSX Transportation, Inc., as lessee, and Wilmington Trust Company, as indenture trustee.

SEP 26 3 03 PM '91

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The enclosed secondary documents are:

(1) Lease Supplement No. 1 (CSXT 1991-A), dated as of September 26, 1991, between Baltimore Locomotive Lease Co., Ltd., as lessor, and CSX Transportation, Inc., as lessee. The primary document to which this Lease Supplement is connected is being submitted for recording concurrently herewith.

(2) Lessee Assignment Agreement (CSXT 1991-A), dated as of September 26, 1991, between CSX Transportation, Inc., as assignor, and CCG Equipment Limited, as assignee. The primary document to which this Lessee Assignment Agreement is connected is being submitted for recording concurrently herewith.

(3) Vendor Assignment Agreement (CSXT 1991-A), dated as of September 26, 1991, between CCG Equipment Limited, as assignor, and Baltimore Locomotive Lease Co., Ltd., as assignee. The primary document to which this Vendor Assignment Agreement is connected is being submitted for recording concurrently herewith.

(4) Lessor Security Agreement (CSXT 1991-A) dated as of September 26, 1991, between Baltimore Locomotive Lease Co., Ltd., as lessor, and CSX Transportation, Inc., as lessee. The primary document to which this Lessor Security Agreement is connected is being submitted for recording concurrently herewith.

(5) Indenture Supplement (CSXT 1991-A), dated as of September 26, 1991, among Baltimore Locomotive Lease Co., Ltd., as lessor, CSX Transportation, Inc., as lessee, and Wilmington Trust Company, as indenture trustee. The primary document to which this Indenture Supplement is connected is being submitted for recording concurrently herewith.

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

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Lease Agreement

Lessor:
Baltimore Locomotive Lease Co., Ltd.
Caledonian House
Mary Street
P.O. Box 1043
George Town, Grand Cayman
Cayman Islands

Lessee:
CSX Transportation, Inc.
One Charles Center
100 North Charles Street
Baltimore, Maryland 21201

Lease Supplement No. 1

Lessor:
Baltimore Locomotive Lease Co., Ltd.
Caledonian House
Mary Street
P.O. Box 1043
George Town, Grand Cayman
Cayman Islands

Lessee:
CSX Transportation, Inc.
One Charles Center
100 North Charles Street
Baltimore, Maryland 21201

Lessee Assignment Agreement

Assignor:
CSX Transportation, Inc.
One Charles Center
100 North Charles Street
Baltimore, Maryland 21201

Assignee:
CCG Equipment Limited
The Corporate Center
Bush Hill
Bridgetown, Barbados

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Vendor Assignment Agreement

Assignor:
CCG Equipment Limited
The Corporate Center
Bush Hill
Bridgetown, Barbados

Assignee:
Baltimore Locomotive Lease Co., Ltd.
Caledonian House
Mary Street
P.O. Box 1043
George Town, Grand Cayman
Cayman Islands

Lessor Security Agreement

Lessor:
Baltimore Locomotive Lease Co., Ltd.
Caledonian House
Mary Street
P.O. Box 1043
George Town, Grand Cayman
Cayman Islands

Lessee:
CSX Transportation, Inc.
One Charles Center
100 North Charles Street
Baltimore, Maryland 21201

Trust Indenture and Security Agreement

Lessor:
Baltimore Locomotive Lease Co., Ltd.
Caledonian House
Mary Street
P.O. Box 1043
George Town, Grand Cayman
Cayman Islands

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Lessee:
CSX Transportation, Inc.
One Charles Center
100 North Charles Street
Baltimore, Maryland 21201

Indenture Trustee:
Wilmington Trust Company
Rodney Square North
Wilmington, Delaware 19890

Indenture Supplement

Lessor:
Baltimore Locomotive Lease Co., Ltd.
Caledonian House
Mary Street
P.O. Box 1043
George Town, Grand Cayman
Cayman Islands

Lessee:
CSX Transportation, Inc.
One Charles Center
100 North Charles Street
Baltimore, Maryland 21201

Indenture Trustee:
Wilmington Trust Company
Rodney Square North
Wilmington, Delaware 19890

The description of the equipment covered by the aforesaid Lease, Lease Supplement and Lessee Assignment Agreement, Vendor Assignment Agreement and Lessor Security Agreement is as follows:

Twenty-six General Electric Dash 8-40CW diesel electric locomotives bearing road numbers 7650 through 7675, both inclusive.

Included in the property covered by the Trust Indenture and Security Agreement are (i) twenty-six (26) General Dash 8-40CW diesel electric locomotives and all additions, alterations and modifications thereto or

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replacements of any part thereof, whenever made or performed or acquired and all other items of tangible personal property of any kind acquired by Baltimore Locomotive Lease Co., Ltd. in connection with the acquisition of the aforementioned locomotives, in each case whether acquired at the time of acquisition or thereafter acquired pursuant to the Lease or otherwise, (ii) certain rights of Baltimore Locomotive Lease Co., Ltd. in the Lease Agreement (CSXT 1991-A), dated as of September 26, 1991, between Baltimore Locomotive Lease Co., Ltd., as lessor, and CSX Transportation, Inc., as lessee, the Lessee Assignment Agreement (CSXT 1991-A), dated as of September 26, 1991, between CSX Transportation, Inc., as assignor, and CCG Equipment Limited, as assignee, and the Vendor Assignment Agreement between CCG Limited, as assignor, and Baltimore Locomotive Lease Co., Ltd., as assignee, (iii) a bank account of Baltimore Locomotive Lease Co., Ltd. at Wilmington Trust Company and all amounts therein and (iv) all right, title and interest of Baltimore Locomotive Lease Co., Ltd. in and to all proceeds, rents, issues, profits, products, revenues and other income, from and on account of the property rights and privileges subjected or required to be subjected to the lien of the Trust Indenture and Security Agreement.

A fee of One Hundred-five dollars (\$105.00) is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to:

Christopher G. Wilkinson
White & Case
1155 Avenue of the Americas
New York, New York 10036

A short summary of each of the documents to appear in the index follows:

1) Lease Agreement:

Lease Agreement (CSXT 1991-A), dated as of September 26, 1991, between Baltimore Locomotive Lease Co., Ltd., as lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands and CSX Transportation, Inc., as lessee, One Charles Center, 100 North Charles Street, Baltimore, Maryland 21201, covering twenty-six (26) General Electric Dash 8-40CW diesel

electric locomotives bearing road numbers
7650 through 7675, both inclusive.

2) Lease Supplement No. 1:

Lease Supplement No. 1 (CSXT 1991-A), dated as of September 26, 1991, between Baltimore Locomotive Lease Co., Ltd., as lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands and CSX Transportation, Inc., as lessee, One Charles Center, 100 North Charles Street, Baltimore, Maryland 21201, covering twenty-six (26) General Electric Dash 8-40CW diesel electric locomotives bearing road numbers 7650 through 7675, both inclusive.

3) Lessee Assignment Agreement:

Lessee Assignment Agreement (CSXT 1991-A), dated as of September 26, 1991, between CSX Transportation, Inc., as assignor, One Charles Center, 100 North Charles Street, Baltimore, Maryland 21201, and CCG Equipment Limited, as assignee, The Corporate Center, Bush Hill, Bridgetown, Barbados, relating to the purchase of twenty-six (26) General Electric Dash-8-40CW diesel electric locomotives bearing road numbers 7650 through 7675, both inclusive.

4) Vendor Assignment Agreement:

Vendor Assignment Agreement (CSXT 1991-A), dated as of September 26, 1991, between CCG Equipment Limited, as assignor, The Corporate Center, Bush Hill, Bridgetown, Barbados, and Baltimore Locomotive Lease Co., Ltd., as assignee, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, relating to the purchase of twenty-six (26) General Electric Dash 8-40CW diesel electric locomotives bearing road numbers 7650 through 7675, both inclusive.

5) Lessor Security Agreement:

Lessor Security Agreement (CSXT 1991-A) dated as of September 26, 1991, between Baltimore Locomotive Lease Co., Ltd., as lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, and CSX Transportation, Inc., as lessee, One Charles Center, 100 North Charles Street, Baltimore, Maryland 21201, as lessee, covering twenty-six (26) General Electric Dash 8-40CW diesel electric locomotives bearing road numbers 7650 through 7675, both inclusive.

6) Trust Indenture and Security Agreement:

Trust Indenture and Security Agreement (CSXT 1991-A), dated as of September 26, 1991, between Baltimore Locomotive Lease Co., Ltd., as lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, and CSX Transportation, Inc., as lessee, One Charles Center, 100 North Charles Street, Baltimore, Maryland 21201, and Wilmington Trust Company, as indenture trustee, Rodney Square North, Wilmington, Delaware 19890, securing lessor's obligations relating to twenty-six (26) General Electric Dash 8-40CW diesel electric locomotives bearing road numbers 7650 through 7675, both inclusive.

7) Indenture Supplement:

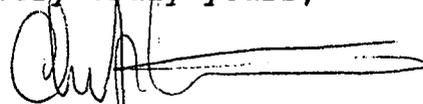
Indenture Supplement (CSXT 1991-A), dated as of September 26, 1991, between Baltimore Locomotive Lease Co., Ltd., as lessor, Caledonian House, Mary Street, P.O. Box 1043, George Town, Grand Cayman, Cayman Islands, and CSX Transportation, Inc., as lessee, One Charles Center, 100 North Charles Street, Baltimore, Maryland 21201, and Wilmington Trust Company, as indenture trustee, Rodney Square North, Wilmington, Delaware 19890, securing lessor's obligations relating to twenty-six (26) General Electric Dash 8-40CW

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diesel electric locomotives bearing road
numbers 7650 through 7675, both inclusive.

If you have any questions, please do not hesitate
to call the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'CW', with a long horizontal flourish extending to the right.

Christopher Wilkinson

FORM OF TRUST INDENTURE SUPPLEMENT
(CSXT 1991-A) NO. 1

17540-F
SEP 26 1991
3:05 pm
FBI

INTERSTATE COMMERCE COMMISSION

This INDENTURE SUPPLEMENT (CSXT 1991-A) NO. 1, dated September 26, 1991 (this "Indenture Supplement"), by and among BALTIMORE LOCOMOTIVE LEASE CO., LTD., a Cayman Islands corporation ("Lessor"), CSX TRANSPORTATION, INC., a Virginia corporation (the "Lessee") and WILMINGTON TRUST COMPANY, a Delaware banking corporation, as Indenture Trustee (the "Indenture Trustee");

W I T N E S S E T H :

WHEREAS, the Trust Indenture and Security Agreement (CSXT 1991-A), dated as of September 26, 1991 (the "Indenture"), by and among the Lessor, the Lessee and the Indenture Trustee, provides for the execution and delivery of Indenture Supplements thereto substantially in the form hereof which shall particularly describe the Items of Equipment, by having attached thereto a copy of the Lease Supplement, and shall specifically mortgage the Items of Equipment to the Indenture Trustee; and

WHEREAS, the Indenture relates to the Items of Equipment described in the copy of the Lease Supplement of even date herewith attached hereto and made a part hereof, and a counterpart of the Indenture is attached to and made a part of this Indenture Supplement;

NOW, THEREFORE, in order to secure the prompt payment of the principal of, and premium, if any, and interest on all of the Equipment Notes from time to time outstanding under the Indenture and the performance and observance by the Lessor of all the agreements, covenants and provisions in the Indenture and in the Equipment Notes for the benefit of the holders of the Equipment Notes, subject to the terms and conditions of the Indenture, and in consideration of the premises and of the covenants contained in the Indenture and of the acceptance of the Equipment Notes by the holders thereof, and of the sum of \$1.00 paid to the Lessor by the Indenture Trustee at or before the delivery hereof, the receipt whereof is hereby acknowledged, the Lessor, in accordance with the Granting Clause of the Indenture, (i) has sold, assigned, transferred, pledged and confirmed, and does hereby sell, assign, transfer, pledge and confirm, the property comprising the Items of Equipment described in the copy of the Lease Supplement attached hereto (ii) has sold, assigned, transferred and set over, all of the

right, title and interest of the Lessor under, in and to the Lease Supplement of even date herewith, referred to above, to the Indenture Trustee, its successors and assigns, in the trust created by the Indenture for the benefit of the holders from time to time of the Equipment Notes.

To have and to hold all and singular the aforesaid property unto the Indenture Trustee, its successors and assigns, in trust for the benefit and security of the holders from time to time of the Equipment Notes and for the uses and purposes and subject to the terms and provisions set forth in the Indenture.

This Indenture Supplement shall be construed as supplemental to the Indenture and shall form a part thereof, and the Indenture is hereby incorporated by reference herein and each is hereby ratified, approved and confirmed.

THIS INDENTURE SUPPLEMENT IS BEING DELIVERED IN AND SHALL BE GOVERNED BY AND CONSTRUED ACCORDANCE WITH THE LAWS OF, THE STATE OF NEW YORK.

This Indenture Supplement may be executed by the Lessor, the Lessee and the Indenture Trustee in separate counterparts, each of which when so executed and delivered is an original, but all such counterparts shall together constitute but one and the same Supplement.

AND FURTHER, the Lessor hereby acknowledges that the Items of Equipment referred to in the aforesaid Lease Supplement attached hereto and made a part hereof have been delivered to the Lessor and are included in the property of the Lessor, subject to the pledge or mortgage thereof under the Indenture.

IN WITNESS WHEREOF, the Lessor has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

BALTIMORE LOCOMOTIVE LEASE CO.,
LTD.

By  _____
Title: *Vice President*

Acknowledged:

CSX TRANSPORTATION, INC.

By _____
Title:

WILMINGTON TRUST COMPANY,
as Indenture Trustee

By _____
Title:

IN WITNESS WHEREOF, the Lessor has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

BALTIMORE LOCOMOTIVE LEASE CO.,
LTD.

By _____
Title:

Acknowledged:

CSX TRANSPORTATION, INC.

By Michael J. Martino
Title: ASSISTANT TREASURER

WILMINGTON TRUST COMPANY,
as Indenture Trustee

By _____
Title:

IN WITNESS WHEREOF, the Lessor has caused this Indenture Supplement to be duly executed by one of its duly authorized officers, as of the day and year first above written.

BALTIMORE LOCOMOTIVE LEASE CO.,
LTD.

By _____
Title:

Acknowledged:

CSX TRANSPORTATION, INC.

By _____
Title:

WILMINGTON TRUST COMPANY,
as Indenture Trustee

By  _____
Title: VP

STATE OF Delaware,
COUNTY OF New Castle ss.:

On this 25th day of September, 1991 before me personally appeared, Norma P. Closs, to me personally known, who being by me duly sworn, says that he/she is the Vice President of Wilmington Trust Company, that said instrument was signed on September 25, 1991 on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Sworn to before me this
25th day of September, 1991.

Arwen M. Beale
Notary Public

ARWEN M. BEALE
NOTARY PUBLIC
MY COMMISSION EXPIRES AUGUST 10, 1993

