



1-135A057

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

CSX DISTRIBUTION SERVICES & CSX EQUIPMENT

Robert F. Hochwarth
Senior Counsel

May 13, 1991

13240-A
RECORDED
FILED

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

MAY 15 1991 4 10 PM

INTERSTATE COMMERCE COMMISSION

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 Seaboard Coast Line Railroad Company
100 North Charles Street
Baltimore, MD 21201

The enclosed document, among other things, subjects three 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. 13240.

The units of equipment covered by the enclosed document are one 70-ton steel refrigerated boxcar bearing road number CO 023294 and two 100-ton wood chip cars numbered SBD 432314 and SBD 432319.

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

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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 "T. J. Strickland, Jr.", written in dark ink.

RFH/kpl

Enclosures

RECORDATION NO. 13240-4 FILED 1991

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 Seaboard Coast Line 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 13240; and

WHEREAS, three railroad cars bearing road numbers CO 022689, CSXT433944 and CSXT433974, 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 three railroad cars bearing road numbers CO 023294, SBD 432314 and SBD 432319, 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

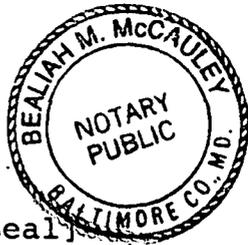
ATTEST:

R. J. Hochstadt
Assistant Secretary

[Corporate Seal]

STATE OF MARYLAND)
)
CITY OF BALTIMORE) SS:

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]

Bealish 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 three railroad cars bearing road numbers CO 023294, SBD 432314 and SBD 432319 (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: 
Treasurer

[Corporate Seal]