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LOUIS G. RECHER
Assistant General Counsel

March 2, 1994

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

RECORDATION NO. 13240-2 FILED 1425

MAR 7 1994 -2 55 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

On behalf of CSX Transportation, Inc. ("CSXT"), enclosed for filing and recordation under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are four (4) counterparts of a Supplement, dated as of February 3, 1994, executed by CSXT (successor to Louisville and Nashville Railroad Company), to a Leasing Agreement, dated as of September 18, 1981, between Lloyds International Leasing Limited, as Lessor, and CSXT, as Lessee. The Leasing Agreement was filed with the Interstate Commerce Commission on September 18, 1981, and assigned Recordation No. 13240.

The names and addresses of the parties are as follows:

Lessor: Lloyds International Leasing Limited
Great Surrey House
203 Blackfriars Road
London SE1 8NH
England

CSXT: CSX Transportation, Inc.
500 Water Street
Jacksonville, Florida 32202

Enclosed is a check in the amount of \$18.00 in payment of the filing fee.

Once this filing has been made, please return to the undersigned time-stamped copies of the Agreement not needed for your files, together with a time-stamped copy of this letter of transmittal (which is attached for your convenience), the fee receipt and a copy of the letter from the Interstate Commerce Commission acknowledging the filing.

Thanking you in advance for your assistance, I am

Very truly yours,

LGR/df

Copy - John C. Eccleston

Interstate Commerce Commission
Washington, D.C. 20423

3/8/94

OFFICE OF THE SECRETARY

Louis G Recher

Assistant General Counsel

One James Center

CSX Corp

Richmond, VA. 23219

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 3/7/94 at 2:55pm, and assigned
recording number(s). 9807-B, 13239-H & 13239-J

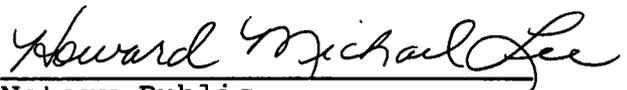
Sincerely yours,

Secretary
SIDNEY L. STRICKLAND, JR.

Enclosure(s)

[2]

On this 3rd day of February, 1994, before me personally appeared John C. Eccleston, to me personally known, who being by me duly sworn, says, that he is an Assistant 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.


Notary Public

[Notarial Seal]

My commission expires:

HOWARD MICHAEL LEE
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires July 28, 1995
Commission No CC131234

Exhibit A

BILL OF SALE

To Purchaser: Lloyds International Leasing Limited
Great Surrey House
203 Blackfriars Road
London SE1 8NH
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 two railroad cars bearing road numbers SCL 243825 and CSXT 350896 (the "Equipment"), to have and to hold the same unto you, your successors and assigns forever.

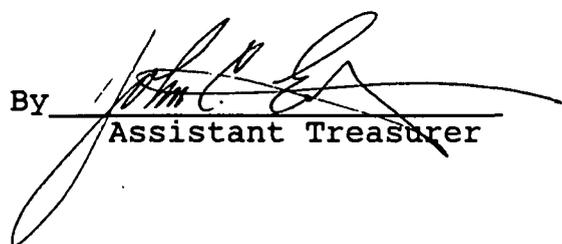
Warranties

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 3rd day of February, 1994.

CSX Transportation, Inc.

By


Assistant Treasurer

[Corporate Seal]

Lloyds6