

SUPPLEMENTAL AGREEMENT

RECORDATION NO. 62015 Filed & Recorded

Dated as of February 1, 1974

MAR 25 1974 - 11 30 AM

INTERSTATE COMMERCE COMMISSION

to

AGREEMENT

Dated as of July 1, 1972

Between

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

and

THE BALTIMORE AND OHIO RAILROAD COMPANY

Covering 303 Used Locomotives

SUPPLEMENTAL AGREEMENT dated as of February 1, 1974, between THE CHESAPEAKE AND OHIO RAILWAY COMPANY, a Virginia corporation (hereinafter called C&O), and THE BALTIMORE AND OHIO RAILROAD COMPANY, a Maryland corporation (hereinafter called B&O).

WHEREAS, C&O is the conditional purchaser from The Equitable Trust Company, a Maryland corporation (hereinafter called the Seller), pursuant to the Purchase Contract and Conditional Sale Agreement dated as of July 1, 1972 (hereinafter called the Conditional Sale Agreement), among the Seller, C&O, B&O, and The Equitable Life Assurance Society of the United States, a New York corporation (hereinafter called the Lessor), of 303 used locomotives (hereinafter called the Locomotives), previously delivered and leased by the Lessor to B&O, bearing B&O markings and road numbers, pursuant to nine Leases of Railroad Equipment, as respectively supplemented and extended (hereinafter called the Leases), of record with the Interstate Commerce Commission, all as set forth in Schedule A to the Conditional Sale Agreement; and

WHEREAS, the Leases were terminated as of June 30, 1972, by the Lessor and B&O and the Locomotives immediately thereafter became subject to all the terms and provisions of the Conditional Sale Agreement; and

WHEREAS, pursuant to an Agreement dated as of July 1, 1972 (hereinafter called the Agreement), C&O sold to B&O and B&O purchased from C&O, the Locomotives, on the terms and conditions set forth in the Agreement, subject to the Conditional Sale Agreement; and

WHEREAS, B&O now desires to effect a change of identifying road numbers of twelve (12) of the Locomotives subject to the Agreement, and C&O

hereby consents thereto;

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, it is hereby agreed between the parties hereto as follows:

(1) Schedule A to the Agreement is hereby amended by changing the road number of twelve (12) of the Locomotives as follows:

<u>Eliminated Old Numbers</u>	<u>Substituted New Numbers</u>	<u>Eliminated Old Numbers</u>	<u>Substituted New Numbers</u>
6413	5613	6419	5619
6414	5614	6420	5620
6415	5615	6421	5621
6416	5616	6422	5622
6417	5617	6423	5623
6418	5618	6424	5624

(2) B&O at its expense will promptly cause this Supplemental Agreement to be filed, recorded or deposited with the Interstate Commerce Commission.

(3) Except as amended and supplemented hereby, the Agreement shall remain unaltered and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed as of the date first above written.

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

(CORPORATE SEAL)

By L. C. Foy  
Treasurer

Attest:

Patricia J. Hurady  
Assistant Secretary

THE BALTIMORE AND OHIO RAILROAD COMPANY

(CORPORATE SEAL)

By L. C. Foy  
Treasurer

Attest:

Patricia J. Hurady  
Assistant Secretary

Appd. as to  
Legal Form

R. H.  
General Attorney

STATE OF OHIO )  
 ) ss:  
COUNTY OF CUYAHOGA )

On this 8<sup>TH</sup> day of March, 1974, before me personally appeared L. C. ROIG, JR., to me personally known, who, being by me duly sworn, says that he is the Treasurer of THE CHESAPEAKE AND OHIO RAILWAY COMPANY, 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)

*Clara Masuga*  
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Notary Public  
CLARA MASUGA  
Notary Public for Cuyahoga County  
My Commission Expires April 21, 1974

STATE OF OHIO )  
 ) ss:  
COUNTY OF CUYAHOGA )

On this 8<sup>TH</sup> day of March, 1974, before me personally appeared L. C. ROIG, JR., to me personally known, who, being by me duly sworn, says that he is the Treasurer of THE BALTIMORE AND OHIO RAILROAD COMPANY, 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 President and Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(NOTARIAL SEAL)

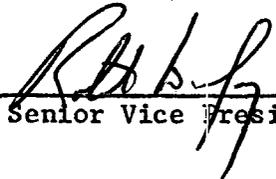
*Clara Masuga*  
\_\_\_\_\_  
Notary Public  
CLARA MASUGA  
Notary Public for Cuyahoga County  
My Commission Expires April 21, 1974

CONSENT TO SUPPLEMENTAL AGREEMENT

The undersigned, The Equitable Trust Company, Seller under the aforementioned Purchase Contract and Conditional Sale Agreement dated as of July 1, 1972, hereby consents to the foregoing Supplemental Agreement dated as of February 1, 1974, on the condition that such Supplemental Agreement and all provisions thereof are subject and subordinate to the provisions of said Purchase Contract and Conditional Sale Agreement and the title of the undersigned to the Locomotives covered thereby.

THE EQUITABLE TRUST COMPANY

By

  
Senior Vice President