

Southern Railway System

Office of Treasurer

Washington, D.C. 20013

GEORGE M. WILLIAMS,
Assistant Vice President & Treasurer

July 12, 1976
58754 gt

RECORDATION NO. 7444

Filed & Recorded

Date JUL 14 1976

JUL 14 1976 9 10 AM

Fee \$ 10

INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

P. O.
(202)

Mr. Robert L. Oswald
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mr. Oswald:

I enclose five original counterparts of the instrument described in paragraph (1) hereof, for recordation and return, together with two original counterparts for the Commission's files.

In accordance with 49 CFR Part 1116, covering the recordation of documents, I advise you as follows:

- (1) The enclosed document is a Supplement dated as of May 1, 1976, to Equipment Trust Agreement between Morgan Guaranty Trust Company of New York, Trustee, and Southern Railway Company dated as of April 15, 1974, constituting Southern Railway Equipment Trust No. 2 of 1974.
- (2) The Supplement is executed for the purpose of subjecting to the Equipment Trust certain new equipment, being:

1 - new 70-ton Pulpwood Car bearing road number 140985, AAR designation LP.

The unit of equipment will be marked with the words:

OWNED BY A BANK OR TRUST COMPANY UNDER A FINANCING AGREEMENT RECORDED WITH THE INTERSTATE COMMERCE COMMISSION UNDER SECTION 20c OF THE INTERSTATE COMMERCE ACT.

- (3) The Equipment Trust Agreement was filed and recorded in your office on March 25, 1974, at 10:25 a.m., and was assigned Recordation No. 7444.

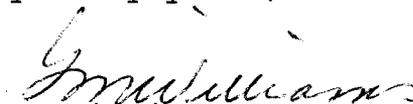
Mary K. Camino
Assistant Secretary

(4) After recordation, the original document should be returned to M. Bryant Hinnant, Esq., Attorney, Southern Railway Company, P. O. Box 1808, Washington, D.C. 20013.

(5) The recordation fee of \$10.00 is enclosed.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,


G. M. Williams

Enclosures

Executed in 7 Counterparts of
which this is Counterpart No. 6

RECORDATION NO. 74441F Filed & Recorded

JUL 14 1976-9 10 AM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT, made and entered into as of May 1, 1976, by and between

SOUTHERN RAILWAY COMPANY, a Virginia corporation ("Company" party of the first part; and

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a New York corporation (the "Trustee"), party of the second part;

W I T N E S S E T H: That

WHEREAS, by agreement dated as of April 15, 1974, as amended (the "Agreement"), between the Trustee and the Company there was constituted SOUTHERN RAILWAY EQUIPMENT TRUST NO. 2 OF 1974; and

WHEREAS, by the Agreement the Trustee did let and lease unto the Company certain railroad equipment as defined in the Agreement (the "Equipment") for a term as set forth in the Agreement, all upon such terms and conditions as therein specified; and

WHEREAS, in Section 4.9 of the Agreement, it is provided that in the event any units of the Equipment become unsuitable in any respect for the use of the Company and the Company shall have paid to the Trustee the selling price or Fair Value, as defined in the Agreement, of such units, then upon the filing by the Trustee of the appropriate documents, any monies paid to the Trustee pursuant to said Section 4.9 or Section 4.7 of the Agreement may be applied to the purchase of additional Equipment;

WHEREAS, the Company, in compliance with the aforesaid requirements of Section 4.9 of the Agreement now proposes to cause to be sold, assigned, transferred and set over unto the Trustee, as Trustee under the Agreement, one (1) new 70-ton Pulpwood Car bearing road number 140985 (the "Additional Equipment");

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) paid by the Trustee to the Company at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, and in consideration of the rents and covenants in the Agreement provided for and contained, the Company does hereby assign to the Trustee all of its right, title, and interest under the contract for the acquisition of the Additional Equipment, and the Trustee does hereby let and lease the Additional Equipment to the Company for the remainder of the lease term as set forth in the Agreement, the said assignment by the Company and lease by the Trustee being upon and subject to all the terms and conditions of the Agreement as though the Additional Equipment had been a part of the original Equipment described in the Agreement.

AND the Company hereby accepts the terms and conditions upon which the Additional Equipment is leased to it hereunder, and covenants and agrees to abide by each and every such term and condition according to the true intent and purpose thereof.

This Supplemental Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be signed in their respective corporate names and their respective corporate seals to be hereunto affixed and duly attested, as of the day and year first above written.

SOUTHERN RAILWAY COMPANY,
By

ATTEST:

K. A. Hoerber *MAH*
Vice President

Walter D. Elwood
Assistant Secretary

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK,
By

ATTEST:

R. E. Sparrow
Vice President **R. E. Sparrow**

Frederick A. Gaucman
Assistant Secretary
Frederick A. Gaucman

DISTRICT OF COLUMBIA

On this 9th day of July, 1976, before me personally appeared K.A. STOECER, to me personally known, who, being by me duly sworn, says that he is a Vice President of SOUTHERN 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 pursuant to due corporate authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

... *[Signature]*

...
...
...
...

STATE OF NEW YORK)
) ss:
County of New York)

On this 29th day of June, 1976, before me personally appeared R. E. Sparrow, to me personally known, who, being by me duly sworn, says that he is a Vice President of MORGAN GAURANTY TRUST COMPANY OF NEW YORK, that one of the sea affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed c behalf of said corporation pursuant to due corporate authority and he acknowledged that the execution of the foregoing instrum ent was the free act and deed of said corporation.

Patricia J. Hartwell

PATRICIA J. HARTWELL
Notary Public, State of New York
No. 43-4616768
Qualified in Richmond County
Certificate filed in New York County