

# Southern Railway System

Office of Treasurer  
Washington, D.C. 20013

GEORGE M. WILLIAMS,  
Assistant Vice President & Treasurer

P. O. Box 1808  
(202) 628-4460

November 21, 1977  
59969

RECORDATION NO. *815-D* Filed & Recorded

NOV 21 1977-10 25 AM

INTERSTATE COMMERCE COMMISSION

Mr. H. G. Homme, Jr.  
Acting Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

Dear Mr. Homme:

I enclose five original counterparts of the instrument described in paragraph (1) hereof, for recordation pursuant to Section 20c of the Interstate Commerce Act and return, together with two original counterparts thereof which are for the Commission's files.

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

- (1) The enclosed document is a Supplement dated as of November 1, 1977, to Equipment Trust Agreement between CITIBANK, N.A., Trustee-Lessor, 111 Wall Street, New York, New York 10015, and Southern Railway Company, Lessee, P. O. Box 1808, Washington, D.C. 20013, dated as of January 15, 1977, constituting Southern Railway Equipment Trust No. 1 of 1977.
- (2) The Supplement is executed for the purpose of subjecting to the Equipment Trust certain new equipment, being:  
  
8 new 70-ton 50'6" RUF Box Cars, Pullman Incorporated (Pullman Standard Division), 200 South Michigan Avenue, Chicago, Illinois 60604, Vendor, bearing road numbers 530500 - 530507, both inclusive, AAR designation XM.

Each unit of the equipment will be marked in letters no less than one-half inch in height 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.

*Received*  
*George M. Williams*

- (3) The Equipment Trust Agreement was filed and recorded in your office on January 10, 1977, at 10:00 a.m., and was Assigned Recordation No. 8652.
- (4) After recordation, the original document should be returned to David R. Willson, Esq., General Attorney, Southern Railway Company, Post Office Box 1808, Washington, D.C. 20013.
- (5) The recordation fee of \$10.00 is enclosed.

Very truly yours,

  
George M. Williams

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

11/21/77

OFFICE OF THE SECRETARY

George M. Williams  
Assistant Vice Pres. & Treasurer  
Southern KYW. System  
P.O.Box 1808  
Washington D.C. 20013

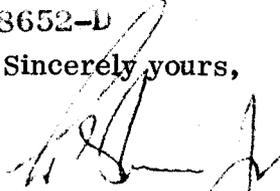
Dear

Sir:

The enclosed document(s) was recorded pursuant to the  
provisions of Section 20(c) of the Interstate Commerce Act,  
49 U.S.C. 20(c), on 11/21/77 at 10:55am  
and assigned recordation number(s)

8652-D

Sincerely yours,

  
H.G. Homme, Jr.  
Acting Secretary

Enclosure(s)

SE-30-T  
(6/77)

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

RECORDATION NO. 8652-A Filed & Recorded

NOV 21 1977-10 25 AM

**INTERSTATE COMMERCE COMMISSION**

THIS SUPPLEMENTAL AGREEMENT, made and entered into as of November 1, 1977, by and between

CITIBANK, N.A., a national banking association duly incorporated and existing under the laws of the United States of America (the "Trustee"), party of the first part; and

SOUTHERN RAILWAY COMPANY, a Virginia corporation, (the "Company"), party of the second part;

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

WHEREAS, by agreement dated as of January 15, 1977, (the "Agreement"), between the Trustee and the Company there was constituted SOUTHERN RAILWAY EQUIPMENT TRUST NO. 1 OF 1977; and

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

WHEREAS, in the last paragraph of Section 3.4 of the Agreement, it is provided that in the event the aggregate final Cost (as that term is defined in the Agreement) of the equipment therein described shall be less than 125% of the aggregate principal amount of Trust Certificates issued thereunder, the Company will cause to be sold, assigned, transferred and set over unto the Trustee additional equipment in such amount and of such Cost that the aggregate final Cost of the trust equipment will be at least 125% of the aggregate principal amount of Trust Certificates issued thereunder; and

WHEREAS, the Company, in compliance with the aforesaid requirements of Section 3.4 of the Agreement, now proposes to cause to be sold, assigned, transferred and set over unto the Trustee, as Trustee under the Agreement, eight new 70-ton 50'6" RUF Box Cars bearing road numbers 530500 - 530507, both inclusive (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 its right, title

and interest under the contract for the construction of the Additional Equipment, and the Trustee does hereby let and lease to the Company for the remainder of the lease term as set forth in the Agreement, the Additional Equipment, 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 railroad 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.

CITIBANK, NA., AS TRUSTEE

By

*[Handwritten Signature]*  
.....  
Senior Trust Officer

ATTEST:  
*[Handwritten Signature]*  
.....  
Trust Officer

SOUTHERN RAILWAY COMPANY,

By

*[Handwritten Signature]*  
.....  
Vice President

ATTEST  
*[Handwritten Signature]*  
Assistant Secretary

STATE OF NEW YORK )  
 ) ss:  
COUNTY OF NEW YORK )

On this 10<sup>TH</sup> day of NOVEMBER, 1977, before me personally appeared RALPH E. JOHNSON, to me personally known, who, being by me duly sworn, says that he is a Senior Trust Officer of CITIBANK, N.A., 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.



ALICE H. SHAW  
Notary Public, State of New York  
No. 24-4646218  
Qualified in Kings County  
Term Expires March 30, 1979

DISTRICT OF COLUMBIA.

On this 18<sup>th</sup> day of November, 1977, before me personally appeared D.L. McCrell, 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.



C. O. WAGNER  
Notary Public  
In and For the District of Columbia  
My Commission Expires May 31, 1982