

Law Department



Terminal Tower
P. O. Box 6419
Cleveland, Ohio 44101

~~216-623-2472~~

216-623-2472

RECORDATION NO. 9/31-14 Filed & Recorded January 12, 1978

JAN 16 1978 -9 25 AM

Mr. H. G. Homme, Jr., Acting Secretary
Interstate Commerce Commission **INTERSTATE COMMERCE COMMISSION**
12th Street and Constitution Ave., N.W.
Washington, D.C. 20423

RE: Baltimore and Ohio Railroad
Second Equipment Trust of 1977

RECEIVED
JAN 16 9 22 AM '78
CERTIFICATION UNIT

Dear Mr. Homme:

Pursuant to Section 20c of the Interstate Commerce Act and the Commission's rules and regulations, I enclose for recording counterparts Nos. 1 through 10 of a Supplemental Agreement, dated as of December 15, 1977, to an Equipment Trust Agreement, dated as of December 1, 1977, between Mercantile-Safe Deposit and Trust Company, Trustee, and The Baltimore and Ohio Railroad Company, establishing the above-referenced Equipment Trust.

The names and addresses of the parties to the transaction are:

Trustee-Lessor: Mercantile-Safe Deposit and Trust Company
Two Hopkins Plaza
Baltimore, Maryland 21203

Lessee: The Baltimore and Ohio Railroad Company
2 North Charles Street
Baltimore, Maryland 21201

The equipment covered by the enclosed document consists of 30 100-ton 86'6" auto parts box cars to bear Lessee's road numbers 493070 to 493099 inclusive, AAR mechanical designation XP; 62 steel cabooses to bear Lessee's road numbers 3925 to 3986, inclusive; 320 100-ton open top hopper cars to bear Lessee's road numbers 186000 to 186307, inclusive, AAR mechanical designation HT; 306 70-ton 60' high roof box cars to bear Lessee's road numbers 410000 to 410306, inclusive, AAR mechanical designation XL; and 92 100-ton 60' standard roof box cars to bear Lessee's road numbers 495720 to 495811, inclusive, mechanical designation XL; and 25 3000 HP Model GP 40-2 diesel electric locomotives, to bear Lessee's road numbers 4287 to 4311, inclusive.

8-016A020

JAN 16 1978

The Chesapeake and Ohio Railway Company



The Baltimore and Ohio Railroad Company

CC V...

C. H. Kumbel
C. H. Kumbel

Mr. H. G. Homme, Jr.

Page 2

January 12, 1978

The Commission previously recorded the above-mentioned Equipment Trust Agreement on December 20, 1977, at 4:15 P.M., under Recordation No. 9131.

I also enclose a draft for \$10 representing the recordation fee.

Please return 8 recorded counterparts to the undersigned retaining two counterparts for the Commission's files.

I would be obliged if you would telephone me collect at (212) 623-2472 upon receipt of the enclosed documents.

Yours very truly,



Michael C. Bynane
Attorney

MCB:eb
Encl.

Interstate Commerce Commission
Washington, D.C. 20423

1/16/78

OFFICE OF THE SECRETARY

Michael C. Bynane, Atty
Chessie System,
Terminal Tower
P.O. Box 6419
Cleveland, Ohio 44101

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 1/16/78 at 9:25am and assigned recordation number(s)

9131-A
Sincerely yours,


H.G. Homme, Jr.
Acting Secretary

Enclosure(s)

SE-30-T
(6/77)

EXECUTED IN 10 COUNTERPARTS
OF WHICH THIS IS NO. 1

RECORDATION NO. 9131-A Filed & Recorded

JAN 16 1978 - 9 21 AM

INTERSTATE COMMERCE COMMISSION

BALTIMORE AND OHIO RAILROAD
SECOND EQUIPMENT TRUST OF 1977

SUPPLEMENTAL AGREEMENT

Dated as of December 15, 1977

To

EQUIPMENT TRUST AGREEMENT

Dated as of December 1, 1977

Between

Mercantile-Safe Deposit and Trust Company, Trustee

and

The Baltimore and Ohio Railroad Company

SUPPLEMENTAL AGREEMENT, dated as of December 15, 1977, between
 MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland corporation, as
 Trustee (hereinafter called the "Trustee"), party of the first part,
 and THE BALTIMORE AND OHIO RAILROAD COMPANY, a Maryland corporation
 (hereinafter called the "Company"), party of the second part:

WHEREAS, the Trustee and the Company entered into a certain
 Equipment Trust Agreement (hereinafter called the "Trust"), dated as of
 December 1, 1977, constituting Baltimore and Ohio Railroad Second Equip-
 ment Trust of 1977, under which the Trustee leased to the Company the
 railroad equipment therein described or referred to (hereinafter called
 the "Trust Equipment"); and

WHEREAS, the Company desires to change the description of
 Trust Equipment in the Trust pursuant to the provisions of Section 3.1
 of the Trust;

NOW, THEREFORE, THIS INDENTURE WITNESSETH:

FIRST: The Trust is hereby amended by changing the description
 of the Trust Equipment in Section 3.1 of the Trust, so that such
 description shall read as follows:

<u>Number of Units</u>	<u>Description</u>	<u>Total Estimated Cost</u>
30	100-ton 86'6" auto parts box cars, to be manufactured by Greenville Steel Car Company, to bear the Company's road numbers 493070 to 493099, inclusive, at an estimated unit cost of \$57,400	\$ 1,722,000
62	Steel cabooses, to be manufactured by Fruit Growers Express Company, and to bear the Company's road numbers 3925 to 3986, inclusive, at an estimated unit cost of \$48,300	2,994,600

<u>Number of Units.</u>	<u>Description</u>	<u>Total Estimated Cost</u>
320	100-ton open top hopper cars, to be manufactured by Chessie Corporation, and to bear the Company's road numbers 186000 to 186391, inclusive, at an estimated unit cost of \$25,024	\$ 8,007,680
307	70-ton 60' high roof box cars, to be manufactured by Whittaker Corporation (Berwick Forge & Fabricating Division) and to bear the Company's road numbers 410000 to 410306, inclusive, at an estimated unit cost of \$45,561	13,987,227
92	100-ton 60' standard roof box cars, to be manufactured by Whittaker Corporation (Berwick Forge & Fabricating Division) and to bear the Company's road numbers 495720 to 495811, inclusive, at an estimated unit cost of \$44,753	4,117,276
25	Model GP40-2, 3000 HP locomotives, to be manufactured by General Motors Corporation (Electro-Motive Division), and to bear the Company's road numbers 4287 to 4311, inclusive, at an estimated unit cost of \$523,650	<u>13,091,250</u>
		<u>\$43,920,033</u>

SECOND: All references to the Trust in the Trust shall be deemed to mean the Trust as amended by this Supplemental Agreement.

THIRD: In order to facilitate the filing and recording of this Supplemental Agreement, the same may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall for all purposes be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto, pursuant to due corporate authority, have caused these presents to be signed in their respective

corporate names and their respective corporate seals to be hereunto
affixed, duly attested, as of the day and year first above written.



[Corporate Seal]

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY,
As Trustee

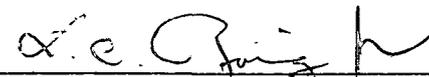
By 
Assistant Vice-President

ATTEST:

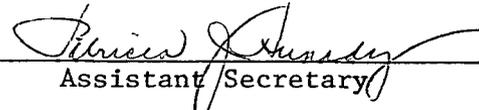

Authorized Officer

[Corporate Seal]

THE BALTIMORE AND OHIO RAILROAD COMPANY

By 
Assistant Vice-President and Treasurer

ATTEST:


Assistant Secretary

APPROVED AS TO FORM


ATTORNEY

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

On this 9th day of January, 1978, before me personally appeared G. J. Johnston, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice-President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that the seal 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]

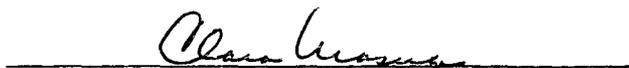

RUSSELL E. SCHREIBER, Notary Public
My Commission expires July 1, 1978

RUSSELL E. SCHREIBER
NOTARY PUBLIC
My Commission Expires July 1, 1978

STATE OF OHIO)
) SS:
COUNTY OF CUYAHOGA)

On this 6th day of January, 1978, before me personally appeared L. C. Roig, Jr., to me personally known, who, being by me duly sworn, says that he is Assistant Vice-President and Treasurer of THE BALTIMORE AND OHIO RAILROAD COMPANY, that the seal 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
State of Ohio - Cuyahoga County
My Commission expires April 21, 1979