

EXECUTED IN 10 COUNTERPARTS SUPPLEMENT
No. 4

RECORDATION NO. 5722-A Filed & Recorded

NOV 9 1970 340

Dated as of October 1, 1970 STATE COMMERCE COMMISSION

TO

CONDITIONAL SALE AGREEMENT

Dated as of March 15, 1970

BETWEEN

CUSTOM SERVICES CORP.

and

SOUTHERN RAILWAY COMPANY

and

AGREEMENT AND ASSIGNMENT

Dated as of March 15, 1970

BETWEEN

CUSTOM SERVICES CORP.

and

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as Agent

THIS SUPPLEMENTAL AGREEMENT, dated as of October 1, 1970, among CUSTOM SERVICES CORP. (the "Builder"), SOUTHERN RAILWAY COMPANY (the "Railroad"), and MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as Agent (the "Assignee"):

WHEREAS, the Builder and the Railroad have entered into a Conditional Sale Agreement dated as of March 15, 1970 (the "Conditional Sale Agreement"), pursuant to which the Builder has agreed to sell and deliver to the Railroad and the Railroad has agreed to purchase the railroad equipment described in Schedule B to the Conditional Sale Agreement; and

WHEREAS, the Builder thereafter assigned certain of its rights under the Conditional Sale Agreement and its right, title and interest to the railroad equipment to the Assignee pursuant to an Agreement and Assignment dated as of March 15, 1970 (the "Assignment"), between the Builder and the Assignee; and

WHEREAS the parties hereto desire to amend the Conditional Sale Agreement and the Assignment to change the numbers on units of equipment yet to be delivered, to provide for the sale and delivery by the Builder and the purchase by the Railroad of additional units of railroad equipment to be included in the term "Equipment" as defined in the Conditional Sale Agreement and to extend the Cut-Off Date to allow for delivery of such additional units;

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto agree as follows:

1. Schedule B to the Conditional Sale Agreement is amended by deleting the figures under the heading Railroad's Car Numbers (Both Inclusive) and inserting the figures 56958 - 57131 and 57780 - 57855 and by

adding under each heading in such Schedule the description, figures or dates shown as follows:

Type of Equipment	70-ton flat cars
Quantity	75
Railroad's Car Numbers (Both Inclusive)	150000 - 150016, 150101 - 150139, 150601 - 150619
Base Price Per Unit	\$3150
Aggregate Base Price	\$236,250
Deferred Purchase Price Per Unit	\$1500
Aggregate Deferred Purchase Price	\$112,500
Delivery	Commencing October, 1970

2. The Cut-Off Date, as that term is defined in the Conditional Sale Agreement, is amended to mean March 1, 1971.

3. All references in the Assignment to the Conditional Sale Agreement are amended to refer to the Conditional Sale Agreement as amended and supplemented hereby.

4. Except as amended and supplemented by this Supplemental Agreement, the Conditional Sale Agreement and the Assignment shall remain unaltered and in full force and effect.

5. This Supplemental Agreement may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this Supplemental Agreement to be signed in their respective corporate names by duly authorized officers and their respective corporate seals to be hereunto affixed

and duly attested, all as of the date first above written.

CUSTOM SERVICES CORP.

By

W. C. Fess
.....
President.

ATTEST:

Mildred Broach
.....
Secretary.

SOUTHERN RAILWAY COMPANY,

By

K. A. Starch
.....
Vice President.

ATTEST:

M. W. Davenport
.....
Assistant Secretary.

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK,
as Agent,
By

R. E. Sparrow
.....
Trust Officer.

ATTEST:

R. E. Sparrow
.....
Assistant Secretary.

R. E. Sparrow

NOT A NOTAR

STATE OF FLORIDA)
) ss:
COUNTY OF DUVAL)

On this 30th day of October, 1970, before me personally appeared H. A. Bass, to me personally known, who, being by me duly sworn, says that he is President of Custom Services Corp., 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.

Shamus N. Stalony
Notary Public

My commission expires FEB 12, 1971

DISTRICT OF COLUMBIA

On this 31st day of October, 1970, before me personally appeared R.A. Stoetzer, 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 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.

Lawrence A. Huff
Lawrence A. Huff
Notary Public

in and for the District of Columbia

My commission expires June 30, 1972.

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

On this 30th day of October, 1970, before me personally appeared Frank Schlierf, to me personally known, who, being by me duly sworn, says that he is a Trust Officer of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, 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.

FRANK SCHLIERF
NOTARY PUBLIC, State of New York
No. 60-3503450
Qualified in Westchester County
Certificate filed in New York County
Commission Expires March 30, 1971

Frank Schlierf
Notary Public

My commission expires