

Executed in 7 Counterparts of which this is Counterpart No. 2.

5722-D  
REGISTRATION NO. Filed & Recorded  
AUG 22 1972 3:45 PM

THIS SUPPLEMENTAL AGREEMENT, dated as of August 1, 1972, between SOUTHERN RAILWAY COMPANY (the "Railroad") and MORGAN GUARANTY TRUST COMPANY OF NEW YORK, as Agent (the "Assignee"):

WHEREAS, Custom Services Corp. (the "Builder") and the Railroad entered into a Conditional Sale Agreement dated as of March 15, 1970, as amended (the "Conditional Sale Agreement"), pursuant to which the Builder agreed to sell and deliver to the Railroad and the Railroad 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, as amended (the "Assignment"), between the Builder and the Assignee; and

WHEREAS the parties hereto desire to further amend the Conditional Sale Agreement and the Assignment to reduce the number of units purchased by the Railroad under the Conditional Sale Agreement:

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 further amended by deleting in such Schedule those figures in the indicated headings shown in the column entitled "Figures deleted" and substituting therefor the figures indicated in the column entitled "Figures inserted":

<u>Headings</u>	<u>Figures deleted</u>	<u>Figures inserted</u>
Quantity	75	67
Railroad's Car Numbers (both inclusive)	150000 - 150016	150000 - 150008
Aggregate Base Price	\$236,250	\$211,050
Aggregate Deferred Purchase Price	\$112,500	\$100,500

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

3. 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.

4. 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.

SOUTHERN RAILWAY COMPANY,  
By

*S. K. A. Starcher*  
.....  
Vice President.

ATTEST:

*R. D. Allen*  
.....  
Assistant Secretary.

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

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

ATTEST:

*H. L. Thompson*  
.....  
Assistant Secretary.

R. E. Sparrow

H. L. THOMPSON

DISTRICT OF COLUMBIA.

On this 31st day of July, 1972, before me personally appeared K. A. Stoecker, 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, 1977.

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

On this 11th day of August, 1972, before me personally appeared R. E. Sparrow, 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 Schliere*  
FRANK SCHLIERE  
NOTARY PUBLIC, State of New York . . . . .  
No. 60-3503450  
Qualified in Westchester County  
Certificate filed in New York County  
Commission Expires March 30, 1973  
Notary Public

My commission expires