

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

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JUN 11 1974
RECEIVED

THIS SUPPLEMENTAL AGREEMENT, made and entered into as of
April 1, 1974, by and between

FIRST NATIONAL CITY BANK, a national banking association
organized 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, and Central
of Georgia Railroad Company (successor to Central of Georgia Railway
Company), a Georgia corporation (together called the "Company"), party
of the second part;

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

WHEREAS, by agreement (the "Agreement"), dated as of June 1,
1970, as amended, between First National City Bank, Trustee, and
Southern Railway Company, there was constituted SOUTHERN RAILWAY
EQUIPMENT TRUST NO. 3 OF 1970;

WHEREAS, Southern Railway Company assigned a portion of its
interest in the Agreement to Central of Georgia Railway Company by
assignment dated as of June 2, 1970; and

WHEREAS, by the Agreement the Trustee did let and lease unto
the Company certain railroad equipment therein particularly described
for a term of fifteen (15) years from and after June 1, 1970, upon the
terms and conditions 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 with 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; and

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, two (2) new 70-ton 50'6" Double Door
Box Cars bearing Central of Georgia Railroad Company Road Numbers
540036 and 540037 (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 acquisition of the Additional Equipment, and the Trustee does hereby let and lease to the Company for the remainder of the term of the Agreement, to wit, until June 1, 1985, 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 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.

FIRST NATIONAL CITY BANK,
Trustee,
By

E. V. Tamlin
Trust Officer

ATTEST:

J. D. M. Kelly
Associate Trust Officer

CENTRAL OF GEORGIA RAILROAD
COMPANY,
SOUTHERN RAILWAY COMPANY,
By

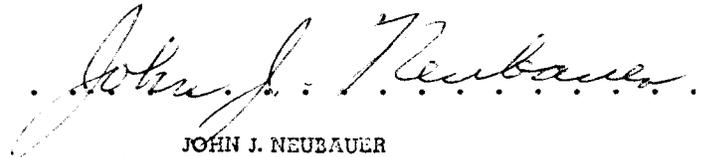
K. A. Stump
Vice President of each
of the above companies.

ATTEST:

R. A. Allen
Assistant Secretary of
each of the above companies.

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

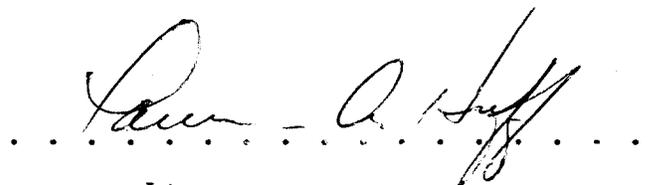
On this 23rd day of May, 1974, before me personally appeared E. J. JAWORSKI, to me personally known, who, being by me duly sworn, says that he is a Trust Officer of FIRST NATIONAL CITY BANK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said 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.



JOHN J. NEUBAUER
Notary Public, State of New York
No. 03-2909750
Qualified in Bronx County
Certificate filed in New York County
Term Expires March 30, 1975

DISTRICT OF COLUMBIA.

On this 30th day of May, 1974, 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 and CENTRAL OF GEORGIA RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of each of said corporations, that said instrument was signed and sealed on behalf of said corporations pursuant to due corporate authority and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporations.



LAWRENCE A. HUFF
NOTARY PUBLIC
IN AND FOR THE DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES JUNE 30, 1977