

Southern Railway System

Office of Treasurer

Washington, D.C. 20013

GEORGE M. WILLIAMS,
Assistant Vice President & Treasurer

October 6, 1978

RECORDATION NO. 8058-E Filed 1425

OCT 6 1978 8 00 PM

INTERSTATE COMMERCE COMMISSION Box 1808
8-279A062 (202) 628-4460

Date OCT 6 1978

Fee \$ 10-

ICC Washington, D. C.

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

Dear Mr. Homme:

I enclose six original counterparts of the instrument described in paragraph (1) hereof, for recordation and return, together with an original counterpart for the Commission's files.

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

- (1) The enclosed document is a Supplemental Agreement dated as of September 1, 1978, to an Equipment Trust Agreement between Citibank, N.A., Trustee, and Southern Railway Company dated as of September 15, 1975, constituting Southern Railway Equipment Trust No. 3 of 1975.
- (2) The Supplement is executed for the purpose of subjecting to the Equipment Trust certain new equipment, being:

1 - new 70-ton 50'6" RUF 10' door Box Car bearing road number 531471, AAR designation XM.

The unit of equipment will be marked 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.

- (3) The Equipment Trust Agreement was filed and recorded in your office on September 23, 1975, at 9:40 a.m., and was assigned Recordation No. 8058.

(4) After recordation, the original document should be returned to George A. Aspatore, Esq., Attorney, Southern Railway Company, P. O. Box 1808, Washington, D. C. 20013

(5) The recordation fee of \$10.00 is enclosed.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



George M. Williams

Enclosures

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

RECORDATION NO. 8058-F Filed 1425

OCT 6 1978 3 00 PM
INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT, made and entered into as
of September 1, 1978, by and between

CITIBANK, N.A., a national banking association duly
incorporated and existing under the laws of the United
States of America with its head office in The City of New
York, New York, (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 September 15, 1975,
(the "Agreement"), between the Trustee and the Company there
was constituted SOUTHERN RAILWAY EQUIPMENT TRUST NO. 3 of
1975; 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 of the equipment therein described shall be less
than 125% of the aggregate principal amount of Trust Certi-
ficates 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 Certi-
ficates 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, one (1) new 70-
ton 50'6" RUF 10' door Box Car bearing road number 531471
(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.

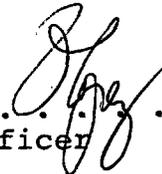
This Supplemental Agreement may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

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, N.A., AS TRUSTEE
By


.....
Senior Trust Officer

Attest:


.....
Trust Officer

SOUTHERN RAILWAY COMPANY,
By


.....
Vice President

Attest:


.....
Assistant Secretary

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

On this 25th day of September, 1978, 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.

John J. Byrnes Jr.
JOHN J. BYRNES JR.
Notary Public, State of New York
No. 30-4621103
Qualified in Nassau County
Cert filed in New York County
Term Expires March 30, 1979

DISTRICT OF COLUMBIA.

On this 29th day of September, 1978, 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 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
C. O. WAGNER
Notary Public
In and For the District of Columbia
My Commission Expires May 31, 1982