

Southern Railway System

P.O. Box 1808
Washington, D.C. 20013

KARL A. STOECKER
SENIOR VICE PRESIDENT
FINANCE

920 15TH STREET, N.W.
TEL: (202) 628-4460

10058-E
REGISTRATION NO. _____ Filed 1425

August 29, 1979
60569

AUG 31 1979 - 11 20 AM
INTERSTATE COMMERCE COMMISSION

243A016
AUG 31 1979
10.00

Mrs. Agatha L. Mergenovich
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

Dear Mrs. Mergenovich:

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

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

- (1) The enclosed document is a Supplement dated as of August 15, 1979, to Equipment Trust Agreement between Morgan Guaranty Trust Company of New York, Trustee, and Southern Railway Company, dated as of February 1, 1979, constituting Southern Railway Equipment Trust No. 1 of 1979.
- (2) The Supplement is executed for the purpose of subjecting to the Equipment Trust certain new equipment, being:

13 new 70-ton 52'6" CUF Insulated Box Cars, bearing road numbers 585801-585813, both inclusive, AAR designation XPI.

Each unit of the equipment will be marked in letters no less than one-half inch in height with the words:

OWNED BY A BANK OR TRUST COMPANY UNDER A FINANCING AGREEMENT RECORDED WITH THE INTERSTATE COMMERCE COMMISSION UNDER SECTION 11303 OF TITLE 49, U.S. CODE.

*Embrey -
Stimberley -
Woodruff*

FEE OF \$10.00
AUG 31 11 20 AM '79

- (3) The Equipment Trust Agreement was filed and recorded in your office on January 29, 1979, at 9:55 a.m., and was Assigned Recordation No. 10058.
- (4) After recordation, the original document should be returned to Manfred S. Block, Esq., Attorney, Southern Railway Company, Post Office 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,



Karl A. Stoecker (nsd)

Enclosures

8/31/79

Interstate Commerce Commission
Washington, D.C. 20423

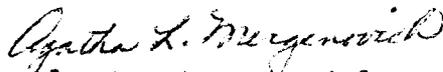
OFFICE OF THE SECRETARY

Karl A. Stoecker
Southern Railway System
P.O.Box 1808
Washington, D.C. 20013

Dear Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/31/79 at 11:20am , and assigned re-
recording number(s). 10058-E

Sincerely yours,


Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)

Executed in 7 Counterparts of
which this is Counterpart No. 1

10058-E
RECORDATION NO. Filed 1425

AUG 31 1979 - 11 20 AM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT, made and entered into as of August 15, 1979, by and between

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, a New York trust company (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 February 1, 1979, (the "Agreement"), between Morgan Guaranty Trust Company of New York as Trustee and the Company there was constituted SOUTHERN RAILWAY EQUIPMENT TRUST NO. 1 OF 1979; and

WHEREAS, by the Agreement the Trustee has let and leased unto the Company certain railroad equipment (the "Equipment") therein particularly described for a term as set forth in the Agreement, all upon such terms and conditions 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 (as that term is defined in the Agreement) of the equipment therein described shall be less than 125% of the aggregate principal amount of Trust Certificates 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 Certificates 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, thirteen (13) 70-ton 52'6" CUF Insulated Box Cars bearing road numbers 585801-585813, both inclusive, (the "Additional Equipment");

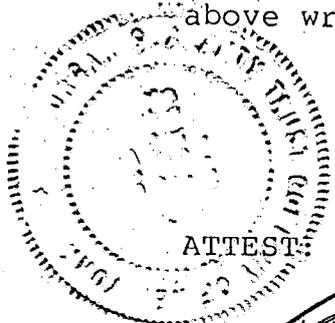
NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) paid by the Trustee to the Company at or before the ensealing and delivery hereof, the receipt of which is hereby acknowledged, and in consideration of the rents and covenants in the Agreement provided for and contained, the Company does hereby assign to the Trustee all of its right, title and interest under the contract for the

acquisition of the Additional Equipment and the Trustee does hereby let and lease the Additional Equipment to the Company for the remainder of the lease term as set forth in the Agreement, 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 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.



ATTEST:

[Handwritten signature of Thomas R. Bower]

Assistant Secretary
Thomas R. Bower

MORGAN GUARANTY TRUST COMPANY
OF NEW YORK,

By

[Handwritten signature of Trust Officer]

Trust Officer

SOUTHERN RAILWAY COMPANY,
By

[Handwritten signature of K.A. Starnes]

Senior Vice President

MSB



ATTEST:

[Handwritten signature of R.A. Allen]

Assistant Secretary

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

On this 27th day of August, 1979, before me personally appeared R. L. Crooks, 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 pursuant to due corporate authority, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elizabeth A. Buckley
ELIZABETH A. BUCKLEY
Notary Public, State of New York
Qualified in Suffolk County
Certificate Filed in New York County
No. 52-4620859
Commission Expires March 30, 1981

DISTRICT OF COLUMBIA.

On this 30th day of August 1979, before me personally appeared K. A. Stoecker, to me personally known, who, being by me duly sworn, says that he is a Vice President ^{Senior} 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