


Citizens Fidelity Energy Company

CITIZENS PLAZA POST OFFICE BOX 33000
LOUISVILLE, KENTUCKY 40232

RECORDATION NO. 10686-F
Filed 1425

September 24, 1979 SEP 26 1979 -1 00 PM

INTERSTATE COMMERCE COMMISSION

Secretary,
Interstate Commerce Commission
Washington, D.C. 20423

Dear Sir:

Enclosed are three (3) executed copies of an Amendment to Equipment Trust Agreement (dated as of September 26, 1979) which amends the Oneida & Western Transportation Company Equipment Trust Agreement, dated as of July 27, 1979, which was recorded with the Interstate Commerce Commission on July 31, 1979 at 1:15 p.m. (receiving Recordation No. 10686). The parties to the Amendment to Equipment Trust Agreement are:

| <u>Title</u> | <u>Name and Address</u> |
|--------------|---|
| Company: | Oneida & Western Transportation Company 300 Forrest Park Blvd. Knoxville, Tennessee 37919 |
| Trustee: | Citizens Fidelity Bank and Trust Company P. O. Box 33000 Louisville, Kentucky 40232 |

Attn: Citizens Fidelity Energy Co.

The Amendment reflects the acquisition of additional Trust Equipment by the Trustee, specifically:

Eight (8) 3000 hsp. Model S.D.40-2 Locomotives manufactured by General Motors Corporation, Electro-Motive Division, LaGrange, Ill., with: (i) Road Initials and Numbers OW9950-OW9957 (inclusive) and (ii) Serial Numbers 786246-1 through 786246-8 (inclusive).

Scott R. White
Overly

Secretary
Interstate Commerce Commission
September 24, 1979
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I respectfully request that one of these documents be recorded with the Equipment Trust Agreement under the provisions of 49 U.S.C.A. §11303 (1979) (formerly §20c of the Interstate Commerce Act).

I would also appreciate your receipting two of the documents by both date stamp and letter and returning them to Citizens Fidelity Bank and Trust Company (Trustee) at the above address.

The undersigned certifies that he is an officer of the Trustee and that he has knowledge of the matters set forth in the enclosed Amendment.

Sincerely,



D. G. Metcalf
Asst. Corporate Trust Officer

CHC/bm
Enclosures

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INTERSTATE COMMERCE COMMISSION

AMENDMENT TO EQUIPMENT TRUST AGREEMENT

The undersigned parties to the Oneida & Western Transportation Company Equipment Trust Agreement dated as of July 27, 1979, do hereby agree that Exhibit A to that Agreement shall be amended by adding Car Numbers and Serial Numbers for eight (8) locomotives (described in Exhibit A) as is shown on the amended Exhibit A which is attached hereto, incorporated herein by reference and reaffirmed, as amended, by the undersigned.

The undersigned understand that this Amendment will be effective on that date on which the holders of sixty-five percent (65%) of the aggregate unpaid principal amount of the Equipment Trust Certificates now outstanding consent to this Amendment.

IN WITNESS WHEREOF, the parties hereto have each caused this Amendment to be duly executed on their behalf by the undersigned properly authorized officer. This Amendment is dated as of September 26, 1979.

CITIZENS FIDELITY BANK AND TRUST COMPANY, TRUSTEE

By: *Dymetcal*
Title: *Asst Corporate Trust Officer*

ONEIDA & WESTERN TRANSPORTATION COMPANY

By: *B. R. Thompson*
Title: President

STATE OF KENTUCKY)
) SS
COUNTY OF JEFFERSON)

BEFORE ME, the undersigned authority, on this day personally appeared D. D. Metcalf, *Asst. Corporate Trust Officer* of Citizens Fidelity Bank and Trust Company, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said Company.

GIVEN under my hand and seal of office this 24th day of September, 1979.

My Commission Expires October 10, 1982

Mildred G. Hester
Notary Public

STATE OF TENNESSEE)
) SS:
COUNTY OF KNOX)

BEFORE ME, the undersigned authority, on this day personally appeared B. Ray Thompson, Jr. president of Oneida & Western Transportation Company, known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same for the purposes and consideration therein expressed, in the capacity therein stated and as the act and deed of said Company.

GIVEN under my hand and seal of office this 21st day of Sept., 1979.

My commission expires Jan. 19, 1981

Norma G. Shephard
Notary Public

EXHIBIT A

Description of Trust Equipment

| <u>Description</u> | <u>Manufacturer</u> | <u>Quantity</u> | <u>Company's Car Numbers (all inclusive)</u> | <u>AAR Mechanical Designation</u> | <u>Date of Earliest Service</u> |
|---|---|-----------------|--|--|---|
| 105-Ton Rotary Dump Bathtub Type Gondola Cars | Whittaker Corpora- tion, Berwick Forge and Fabricating Division, Berwick, PA | 154 | OWTX99001- OWTX99154 | GTS | June 1, 1979 |
| 105-Ton Rotary Dump Bathtub Type Gondola Cars | Whittaker Corpora- tion, Berwick Forge and Fabricating Division, Berwick, PA | 26 | | | June 1, 1979 |
| 3000 hsp. Model SD40-2 Locomotives | General Motors Corporation, Electro- Motive Division, LaGrange, IL | 8 | OW9950- OW9957 | Not Applicable/ Serial Numbers 786246-1 through 786246-8 (all inclusive) | June 1, 1979 |
| Steel Sheathed Bay Window Compact Body Cabooses | PACCAR, Inc., Inter- national Car Co., Division, Kenton, OH | 2 | OWTX9990 and OWTX9999 | NE | June 1, 1979 |