

Executed in 7 Counterparts of
which this is Counterpart No. 6

RECORDATION NO. 7679-D

NOV 14 1975-10 AM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT, made and entered into
as of October 1, 1975, by and between

MANUFACTURERS HANOVER TRUST COMPANY, a New York
corporation (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 October 1, 1974,
(the "Agreement"), between the Trustee and the Company there
was constituted SOUTHERN RAILWAY EQUIPMENT TRUST NO. 4 OF
1974; and

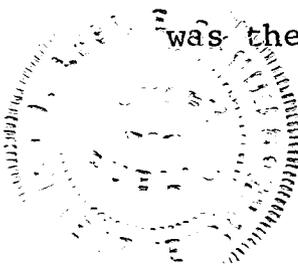
WHEREAS, by the Agreement the Trustee did let and
lease unto the Company certain railroad equipment as set
forth in Schedule A to the Agreement (the "Equipment") for
a term as set forth in the Agreement, all upon such terms
and conditions as therein specified; and

WHEREAS, the procurement contract covering twenty-
five Bulkhead Flat Cars to be built by Thrall Car Manufacturing
Company and to be numbered 190000 to 190024, inclusive,
(hereinafter "Deleted Equipment") was cancelled prior to
the delivery of any equipment by the builder; and

WHEREAS, the cost (as that term is defined in the
Agreement) of all other trust equipment was sufficient to
exhaust all deposited funds when disbursed according to
the terms of the Agreement;

NOW, THEREFORE, in consideration of the premises
and of the sum of One Dollar (\$1.00) paid by the Company to
the Trustee at or before the ensealing and delivery hereof,
the receipt of which is hereby acknowledged, and in considera-
tion of the rents and covenants in the Agreement provided for
and contained, the Trustee and the Company do hereby agree to
the removal of the Deleted Equipment from Schedule A and to
the release of the Company from the requirements of the
Agreement and the lease contained therein with regard to
that equipment alone.

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.

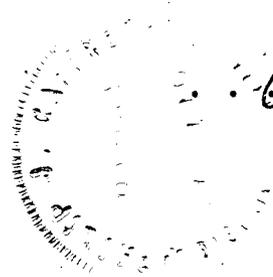


J. Leslie Daniels

J. LESLIE DANIELS
Notary Public, State of New York
No. 41-5914175
Qualified in Queens County
Certificate filed in New York County
Commission Expires March 30, 1976

DISTRICT OF COLUMBIA.

On this 10th day of November, 1975,
before me personally appeared K. A. STECKER,
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.



Philip J. Caffrey

PHILIP J. CAFFREY
NOTARY PUBLIC
IN AND FOR THE DISTRICT OF COLUMBIA
MY COMMISSION EXPIRES JUNE 14, 1978