

Michael C. Bynane
Assistant General Attorney



Law Department
Terminal Tower
P. O. Box 6419
Cleveland, Ohio 44101
216 623 2472

RECORDATION NO. 7030-A Filed 1425

JUN 13 1979-9 50 PM

May 18, 1979

INTERSTATE COMMERCE COMMISSION

REGISTERED MAIL

9-1641014

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

JUN 13 1979
10:11

Dear Sir:

Enclosed are executed counterparts Nos. 5, 6 and 7 (of 8) of a Supplemental Agreement dated as of May 1, 1979, between The Chesapeake and Ohio Railway Company, P. O. Box 6419, Cleveland, Ohio 44101 (Buyer), and The First Pennsylvania Banking and Trust Company, 15th and Chestnut Streets, Philadelphia, Pennsylvania 19101. (Agent).

The equipment covered by this Supplemental Agreement consists of 14 of:

200 70-ton 50' box cars manufactured by Whittaker Corporation (Berwick Forge & Fabricating Division), Berwick, Pennsylvania 18603 (Seller), bearing the Buyer's road numbers 486000 - 486199, inclusive.

A.A.R. Mechanical Designation: XM

The above equipment is lettered "Chessie System", "C&O", or in some other appropriate manner and is also marked:

"THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY, AGENT, SECURITY OWNER"

The enclosed Supplemental Agreement amends the Conditional Sale Agreement and Agreement and Assignment both dated as of May 1, 1973, involving the Seller, the Buyer and the Agent, that was recorded in the office of the Secretary of the Interstate Commerce Commission on May 22, 1973, at 1:35 p.m., and assigned recordation number 7030.

Also enclosed is draft of The Chesapeake and Ohio Railway Company in the amount of \$10 representing the required recording fee.

FEE OPERATION BR I.C.C.

RECEIVED



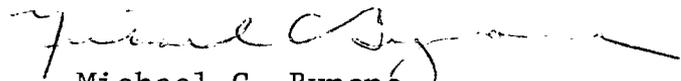
Mr. H. G. Homme

-2-

May 18, 1979

Pursuant to the Commission's rules and regulations for the recordation of certain documents under 49 USC §11303 (formerly Section 20c of the Interstate Commerce Act), as currently administered, you are hereby requested to duly file one of the enclosed counterparts for record in your office and to return the remaining two to me at my above address.

Very truly yours,


Michael C. Bynane

MCB:aj

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

7/5/79

OFFICE OF THE SECRETARY

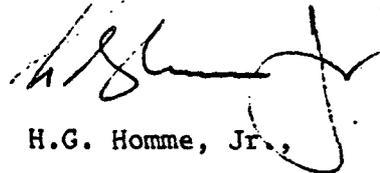
Michael C. Bynane
Assistant General Attorney
Chessie System
Terminal Tower
P.O.Box 6419
Cleveland ,Ohio 44101

Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 20(c) of the Interstate Commerce Act, 49 U.S.C. 20(c), on 6/13/79 at 9:50am and assigned recordation number(s) 7030-A

Sincerely Yours,



H.G. Homme, Jr.,
Secretary

Enclosure(s)

SE-30-T
(2/78)

REGISTRATION NO. 7030-A FILE 1979

SUPPLEMENTAL AGREEMENT

JUN 18 1979-19 50 4

Dated as of May 1, 1979

INTERSTATE COMMERCE COMMISSION

Between

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

and

THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY, as Agent

SUPPLEMENTING

CONDITIONAL SALE AGREEMENT AND AGREEMENT AND ASSIGNMENT

Both Dated as of May 1, 1973

Involving

WHITTAKER CORPORATION

(Berwick Forge & Fabricating Division),

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

and

THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY, as Agent

SUPPLEMENTAL AGREEMENT dated as of May 1, 1979, between THE CHESAPEAKE AND OHIO RAILWAY COMPANY, a Virginia corporation (hereinafter called C&O), and THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY, as Agent (hereinafter called the Agent).

W I T N E S S E T H :

WHEREAS, Whittaker Corporation (Berwick Forge & Fabricating Division), a California corporation, as vendor, entered into a certain Conditional Sale Agreement dated as of May 1, 1973 (hereinafter called the Conditional Sale Agreement), with C&O, as vendee, covering 200 70-ton 50' box cars, as set forth in Schedule B thereto (hereinafter called the Cars); and

WHEREAS, said vendor assigned its interest in the Conditional Sale Agreement to the Agent pursuant to a certain Agreement and Assignment dated as of May 1, 1973; and

WHEREAS, C&O now desires to effect a change of identifying road numbers of 14 of the Cars as permitted in Article 7 of the Conditional Sale Agreement and in compliance with the provisions thereof, and the Agent hereby consents thereto:

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, it is hereby agreed between the parties hereto as follows:

(1) Schedule B to the Conditional Sale Agreement is hereby amended by changing the road numbers of 14 of the Cars as follows:

OLD NUMBERS

486013
486079
486130

NEW NUMBERS

427600
427601
427602

OLD NUMBERS

NEW NUMBERS

486165	427603
486001	427604
486138	427605
486181	427606
486036	427607
486043	427608
486051	427609
486085	427610
486020	427611
486005	427612
486106	427613

(2) C&O at its expense will promptly cause this Supplemental Agreement to be filed, recorded or deposited with the Interstate Commerce Commission and in Canada.

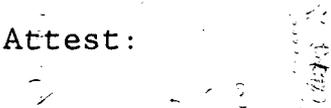
(3) Except as amended and supplemented hereby, the Conditional Sale Agreement shall remain unaltered and in full force and effect.

* * * * *

IN WITNESS WHEREOF, the parties hereto have caused this Supplemental Agreement to be fully executed as of the date first above written.

[Corporate Seal]

Attest:


Patricia J. Kennedy
Assistant Secretary

THE CHESAPEAKE AND OHIO RAILWAY COMPANY

By *R. L. Shultz*
Senior Vice-President

[Corporate Seal]

Attest:

T. A. O'Connell
T. A. O'CONNELL
ASSISTANT SECRETARY

APPROVED AS TO FORM

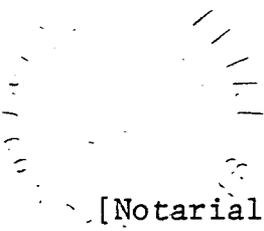
J. C. Symon
ASSISTANT GENERAL ATTORNEY

THE FIRST PENNSYLVANIA BANKING AND TRUST COMPANY, as Agent

By *P. M. Giuliante*
P. M. GIULIANTE
SENIOR CORPORATE TRUST OFFICER

STATE OF OHIO)
) SS:
COUNTY OF CUYAHOGA)

On this 15TH day of May, 1979, before me personally appeared R. L. HINTZ, to me personally known, who, being by me duly sworn, says that he is Senior Vice-President of THE CHESAPEAKE AND OHIO 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 by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Clara Masuga
CLARA MASUGA, Notary Public
State of Ohio - Cuyahoga County
My Commission Expires April 21, 1984

[Notarial Seal]

COMMONWEALTH OF PENNSYLVANIA)
) SS:
COUNTY OF PHILADELPHIA)

On this 6th day of ^{JUNE} ~~May~~, 1979, before me personally appeared P. M. Giuliano, to me personally known, who, being by me duly sworn, says that he is Sr. Corp. Tr. Officer of THE FIRST PENNSYLVANIA BANKING AND TRUST 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 by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Edith E. Bosworth

EDITH E. BOSWORTH, NOTARY PUBLIC
Philadelphia, Philadelphia County, Pa.
My Commission Expires Oct. 23, 1982

[Notarial Seal]

I am not an officer or director
of the above corporation.