

0-2021000 Southern Railway System

OCT 10 1980

J.C. O'D
Washington, D. C.

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

October 10, 1980
59080,60874

920 15TH STREET, N.W.
TEL.: (202) 383-4131

D. H. WATTS
VICE PRESIDENT,
PERSONNEL

RECORDATION NO. *11754-A* Filed 1425

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

OCT 10 1980 -1 45 PM

INTERSTATE COMMERCE COMMISSION

Dear Mrs. Mergenovich:

I enclose five original counterparts of the instrument described in paragraph (1) hereof for recordation pursuant to Section 11303 of Title 49, U.S. Code and return, together with two original counterparts thereof 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 Supplemental Agreement, dated as of September 15, 1980, to an Equipment Trust Agreement between Citibank, N.A., Trustee-Lessor, and Southern Railway Company, Lessee, dated as of April 15, 1980 constituting Southern Railway Equipment Trust No. 2 of 1980.
- (2) The Supplemental Agreement is executed for the purpose of subjecting to the Equipment Trust certain new equipment, being:
 - 2 - new 100-ton 4,800 cu. ft. capacity Covered Hopper Cars bearing Lessee's road numbers 88250 and 88251, AAR designation LO.

Each unit of Equipment will be marked in letters not less than one-half inch in height with the words:

"OWNERSHIP SUBJECT TO A SECURITY AGREEMENT FILED WITH THE INTERSTATE COMMERCE COMMISSION."

- (3) The Equipment Trust Agreement was filed and recorded in your office on April 30, 1980, at 1:25 P.M., and was assigned Recordation No. 11754.
- (4) After recordation, the original documents should be returned to David R. Willson, Esq., General Attorney, Law Department, Southern Railway Company, P.O. Box 1808, Washington, D.C. 20013.

David R. Willson
m.c. Willson

OCT 10 1980
REC'D
FEDERAL
RECORDATION
DIVISION

(5) The recordation fee of \$10 is enclosed.

Please acknowledge receipt of these documents on the enclosed copy of this letter.

Very truly yours,

A handwritten signature in cursive script that reads "D. H. Watts".

D. H. Watts

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

10/10/80

OFFICE OF THE SECRETARY

D.H.Watts Vice President
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 **10/10/80** at **1:45pm**, and assigned recordation number(s). **11754-A & 11926-F**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

60877

RECORDATION NO. 11754-A Filed 1425

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

OCT 10 1980 -1 45 PM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT, made and entered into as of September 15, 1980, by and between

CITIBANK, N.A., a national banking association duly incorporated and existing under the laws of the United States of America (the "Trustee"); and

SOUTHERN RAILWAY COMPANY, a Virginia corporation, (the "Company");

W I T N E S S E T H That:

WHEREAS, by agreement dated as of April 15, 1980, (the "Agreement"), between the Trustee and the Company there was constituted SOUTHERN RAILWAY EQUIPMENT TRUST NO. 2 OF 1980; 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 (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, two new 100-ton 4,800 cu. ft. capacity Covered Hopper Cars bearing road numbers 88250-88251, 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 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

[Handwritten Signature]
.....
Senior Trust Officer

L.S.
ATTEST:

[Handwritten Signature]
.....
Trust Officer

SOUTHERN RAILWAY COMPANY,
By

[Handwritten Signature]
.....
Vice President



ATTEST:

[Handwritten Signature]
Assistant Secretary

