

Alan A. Rudnick  
Assistant General Solicitor  
October 21, 1980

12115 A



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

RECORDATION NO. 12115-A Filed 1425

Law Department  
Terminal Tower  
P. O. Box 6419  
Cleveland, Ohio 44101  
216 623 2471

OCT 22 1980-9 5:22 AM

Attention: Mrs. M. R. Lee, Room 2303  
Recordation Unit

INTERSTATE COMMERCE COMMISSION

Re: Baltimore and Ohio Railroad Equipment Trust of 1980  
Our File: 1409-3

Dear Ms. Mergenovich:

Enclosed are executed counterparts Nos. 1, 2, 3, and 4 (of 10) of a Supplemental Agreement, dated as of September 1, 1980, to Equipment Trust Agreement dated as of July 15, 1980 (which Equipment Trust Agreement established The Baltimore and Ohio Railroad Equipment Trust of 1980). The parties to the subject Supplemental Agreement are Mercantile-Safe Deposit and Trust Company, 2 Hopkins Plaza, Baltimore, Maryland 21203 (Trustee-Lessor) and The Baltimore and Ohio Railroad Company, 100 North Charles Street, Baltimore, Maryland 21201 (Lessee).

The equipment covered by the enclosed Supplemental Agreement is as follows:

44 All Steel Bay Window Cabooses to have borne B&O's road numbers 904000 - 904043, inclusive.

AAR Mechanical Designation: NE

300 100 Ton 4600 cu. ft. Open Top Hopper Cars to have borne B&O's road numbers 606440 - 606739, inclusive.

AAR Mechanical Designation: HT

RECEIVED  
OCT 22 9 43 AM '80  
I.C.C.  
FEE OPERATION BR.

The Commission previously recorded the above-mentioned Equipment Trust Agreement on August 19, 1980 at 9:50 a.m., recordation no. 12115.

The \$10 required filing fee is also enclosed.

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

Thank you in advance for your cooperation.

G-296A042

No. OCT 22 1980

Date

Fee \$ 10.00

Sincerely,

Alan A Rudnick

AAR:aj



ICC Washington, D. C.

The Chessie System railroads are the C&O, B&O, WM and affiliated lines. Chessie System, Inc. is the parent for the railroads, Chessie Resources, Inc., Western Pocahontas Corp. and The Greenbrier.

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

OFFICE OF THE SECRETARY

Alan A. Rudnick  
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 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/22/80 at 9:50AM, and assigned re-  
recording number(s). 12115-A

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

REGISTRATION NO. 12115-A  
FILED 1473

OCT 22 1980-9 52 AM

EXECUTED IN 10 COUNTERPARTS  
OF WHICH THIS IS NO. 4

INTERSTATE COMMERCE COMMISSION

---

BALTIMORE AND OHIO RAILROAD  
EQUIPMENT TRUST OF 1980

---

SUPPLEMENTAL AGREEMENT

Dated as of September 1, 1980

To

EQUIPMENT TRUST AGREEMENT

Dated as of July 15, 1980

Between

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, TRUSTEE

and

THE BALTIMORE AND OHIO RAILROAD COMPANY

---

SUPPLEMENTAL AGREEMENT, dated as of September 1, 1980, between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland corporation, as Trustee (hereinafter called the "Trustee"), and THE BALTIMORE AND OHIO RAILROAD COMPANY, a Maryland corporation (hereinafter called the "Company"):

WHEREAS, the Trustee and the Company entered into a certain Equipment Trust Agreement (hereinafter called the "Trust"), dated as of July 15, 1980, constituting Baltimore and Ohio Railroad Equipment Trust of 1980, providing for the execution and delivery from time to time of an aggregate principal amount not exceeding \$24,750,000 of Serial Equipment Trust Certificates (hereinafter called "Trust Certificates") and under which the Trustee leased to the Company the railroad equipment therein described or referred to (hereinafter called the "Trust Equipment"); and

WHEREAS, on August 12, 1980, the Trustee issued and delivered \$13,500,000 aggregate principal amount of Trust Certificates as a first installment under the Trust; and

WHEREAS, pursuant to Section 3.4 of the Trust, the Company desires to prohibit the execution and delivery of the remaining \$11,250,000 aggregate principal amount of Trust Certificates and to exclude certain Trust Equipment from the Trust;

NOW, THEREFORE, THIS INDENTURE WITNESSETH:

FIRST: The aggregate principal amount of Trust Certificates executed and delivered pursuant to the Trust shall not exceed \$13,500,000.

SECOND: The trust is hereby amended to exclude therefrom (a) 266 100-Ton Open Top Hopper Cars to have been manufactured by The Chessie Corporation and to have borne the Company's road numbers 189912 to 190177, inclusive, and (b) 50 All Steel Bay Window Cabooses, to have been manufactured by Fruit Growers Express Company and to have borne the Company's road numbers 904044 to 904093, inclusive.

**THIRD:** The Trust is hereby amended by changing the description of the Trust Equipment in Section 3.1 of the Trust, so that such description shall read as follows:

<u>Number of Units</u>	<u>Description</u>	<u>Total Estimated Cost</u>
44	All steel bay window cabooses to be manufactured by Fruit Growers Express Company, and to bear the Company's road numbers 90400 to 904043, inclusive, at an estimated unit cost of \$27,000. ....	\$ 3,388,000
300	100-ton 4600 cu. ft., cover hopper cars to be manufactured by ACF Industries, Inc. (Amcar Division) and to bear the Company's road numbers 606440 to 606739, inclusive, at an estimated unit cost of \$46,000. ....	\$ 13,800,000
<u>344</u>		<u>\$ 17,188,000</u>

**FOURTH:** It is understood that the Estimated Cost of the Trust Equipment remaining subject to the Trust is at least 125% of the \$13,500,000 principal amount of Trust Certificates heretofore issued under the Trust.

**FIFTH:** All references to the Trust in the Trust shall be deemed to mean the Trust as amended by this Supplemental Agreement.

**SIXTH:** In order to facilitate the filing and recording of this Supplemental Agreement, the same may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall for all purposes be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the parties hereto, pursuant to due corporate authority, have caused these presents to be signed in their respective corporate names

and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

(Corporate Seal)

MERCANTILE-SAFE DEPOSIT AND TRUST  
COMPANY, As Trustee

By   
Assistant Vice-President

ATTEST:

  
Authorized Officer

(Corporate Seal)

THE BALTIMORE AND OHIO RAILROAD  
COMPANY

By   
Assistant Vice-President  
and Treasurer

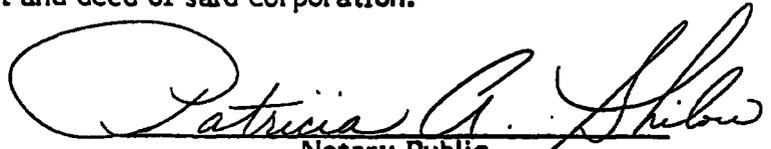
ATTEST:

  
Deputy Corporate Secretary

MARYLAND  
STATE OF OHIO )  
CITY OF BALTIMORE ) SS:

On this 16<sup>th</sup> day of October, 1980, before me personally appeared R. E. Schreiber, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that the seal 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.

(Notarial Seal)

  
Notary Public

My commission expires July 1, 1982

STATE OF OHIO )  
COUNTY OF CUYAHOGA ) SS:

On this 15<sup>th</sup> day of October 1980, before me personally appeared L. C. Roig, Jr., to me personally known, who, being by me duly sworn, says that he is Assistant Vice-President and Treasurer of THE BALTIMORE AND OHIO RAILROAD COMPANY, that the seal 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 President and Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Notarial Seal)

  
Notary Public

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