

Southern Railway System

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

KARL A. STOECKER
SENIOR VICE PRESIDENT
FINANCE

RECORDATION NO. 9316 C 920 15TH STREET, N.W.
Filed 1425 TEL: (202) 383-4600

JUN 26 1980 12 32 PM

JUN 26 1980 INTERSTATE COMMERCE COMMISSION

59080, 60295

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

0-178A048
JUN 26 1980
Date
Fee \$ 10.00
ICS Washington, D.C.

RECEIVED
JUN 26 12 32 PM '80
I.C.C.
FEE OPERATION BR.

Dear Mrs. Mergenovich:

I enclose five original counterparts of the instrument described in paragraph (1) hereof, for recordation and return, together with two original counterparts for the Commission's files.

In accordance with 49 CFR Part 1116, covering the recordation of documents, I advise you as follows:

- (1) The enclosed document is a Supplement dated as of June 16, 1980, to Equipment Trust Agreement between Citibank, N.A., Trustee, and Southern Railway Company dated as of March 15, 1978, constituting Southern Railway Equipment Trust No. 2 of 1978.
- (2) The Supplement is executed for the purpose of subjecting to the Equipment Trust certain new equipment, being:

2 - new 70-ton 50' Pulpwood Cars bearing road numbers 142075-142076, AAR designation LP.

The units of Equipment will be marked with the words:

"OWNED BY A BANK OR TRUST COMPANY UNDER A FINANCING AGREEMENT RECORDED WITH THE INTERSTATE COMMERCE COMMISSION UNDER SECTION 20c OF THE INTERSTATE COMMERCE ACT."

- (3) The Equipment Trust Agreement was filed and recorded in your office on April 7, 1978, at 3:25 P.M., and was assigned Recordation No. 9316.

- (4) After recordation, the original document should be returned to Joseph C. Dimino, Esq., Solicitor, Southern Railway Company, P. O. Box 1808, Washington, D.C. 20013.
- (5) The recordation fee of \$10.00 is enclosed.

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,

K.A. Stoecker

Karl A. Stoecker *JS*

Encl.

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

RECORDATION NO. 9316-C
Filed 1425

JUN 26 1980 2:55 PM

INTERSTATE COMMERCE COMMISSION

THIS SUPPLEMENTAL AGREEMENT, made and entered into as of
June 16, 1980, by and between

CITIBANK, N.A., a national banking association duly incor-
porated and existing under the laws of the United States of
America with its head office in the City of New York, New York,
(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 March 15, 1978, (the
"Agreement"), between the Trustee and the Company there was
constituted SOUTHERN RAILWAY EQUIPMENT TRUST NO. 2 OF 1978; and

WHEREAS, by the Agreement the Trustee has let and leased
unto the Company certain railroad equipment as defined in the
Agreement all upon such terms and conditions as therein
specified; and

WHEREAS, in Section 4.9 of the Agreement, it is provided
that upon the filing with the Trustee of the appropriate
documents, any monies paid to the Trustee pursuant to said
Section 4.9 or Section 4.7 of the Agreement may be applied to
the purchase of additional equipment; and

WHEREAS, the Company, in compliance with the aforesaid
requirements of Section 4.9 of the Agreement now proposes to
cause to be sold, assigned, transferred and set over unto the
Trustee, as trustee under the Agreement, two (2) new 70-ton 50'
Pulpwood Cars bearing road numbers 142075-142076 (the
"Additional Equipment");

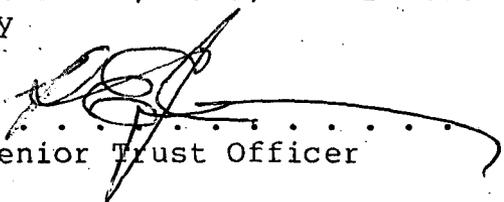
NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar (\$1.00) paid by the Trustee to the Company at or before the ensembling and delivery hereof, the receipt of which is hereby acknowledged, and in consideration of the rents and covenants in the Agreement provided for and contained, the Company does hereby assign to the Trustee all of its right, title and interest under the contract for the acquisition of the Additional Equipment and the Trustee does hereby let and lease the Additional Equipment to the Company for the remainder of the lease term as set forth in the Agreement, 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 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.

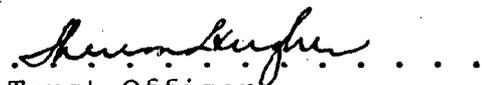
This Supplemental Agreement may be executed in several counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

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.

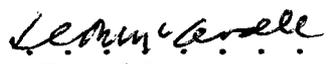
CITIBANK, N.A., As Trustee
By


Senior Trust Officer

ATTEST:


Trust Officer

SOUTHERN RAILWAY COMPANY,
By


Vice President

ATTEST:


Assistant Secretary

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS:

On this 19th day of June, 1980, before me personally appeared ELMER W. JOHNSON, to me personally known, who, being by me duly sworn, says that he is a Senior Trust Officer of CITIBANK, N.A., 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.

Notary Public, State of New York
31-4767
Qualifies in _____ County
Term Expires _____

A. H. Douglas A. Hunter

DISTRICT OF COLUMBIA.

On this 26th day of June, 1980, before me personally appeared D. P. McArdle 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.

C. O. Wagner

C. O. WAGNER
Notary Public

In and For the District of Columbia
My Commission Expires May 31, 1982