

with its terms have been done and performed, and the execution and delivery hereof have been in all respects duly authorized:

NOW, THEREFORE, THIS INDENTURE WITNESSETH: That in consideration of the premises and of the sum of Ten Dollars (\$10.00) to the Company duly paid by the Trustee at or before the execution and delivery of these presents, and for other good and valuable considerations, the receipt whereof is hereby acknowledged, and in order to secure the payment of the principal of, and the interest on, all the Bonds at any time outstanding under the Original Indenture, the Company has executed and delivered this Supplemental Indenture and has granted, bargained, sold, aliened, remise, warranted, released, conveyed, confirmed, assigned, transferred, mortgaged, pledged, and set over, and by these presents does grant, bargain, sell, remise, warrant, release, convey, confirm, assign, transfer, mortgage, pledge and set over unto the Trustee, its successors in the trust and its and their assigns forever, all of the following described diesel electric locomotives:

| <u>Number of Units</u> | <u>Type</u>             | <u>Manufacturer's shop Number</u> | <u>Company's Number</u> |
|------------------------|-------------------------|-----------------------------------|-------------------------|
| 10                     | American Locomotive     | 78249                             | 100                     |
|                        | Company's Road-Switcher | 78250                             | 101                     |
|                        | Diesel Locomotives      | 78762                             | 102                     |
|                        |                         | 78763                             | 103                     |
|                        |                         | 78764                             | 104                     |
|                        |                         | 78765                             | 105                     |
|                        |                         | 79065                             | 106                     |
|                        |                         | 79067                             | 107                     |
|                        |                         | 79068                             | 108                     |
|                        |                         | 79070                             | 109                     |