

5716-A
RECORDATION NO. _____ Filed & Recorded

AUG 16 1971 - 9 20 AM

INTERSTATE COMMERCE COMMISSION
FIRST SUPPLEMENTAL AGREEMENT

THIS FIRST SUPPLEMENTAL AGREEMENT, dated as of August 1, 1971, between MERCANTILE-SAFE DEPOSIT and TRUST COMPANY, a corporation of Maryland (hereinafter called the Trustee), and SEABOARD COAST LINE RAILROAD COMPANY, a corporation of Virginia (hereinafter sometimes called the Company);

W I T N E S S E T H:

THAT WHEREAS, by a certain Agreement (hereinafter called the Agreement), dated as of May 15, 1970, between Trustee and Seaboard Coast Line Railroad Company, there was created the Seaboard Coast Line Railroad Equipment Trust, No. 3, under which the equipment described in Article III of the Agreement was sold, assigned, transferred and set over by the Company to the Trustee and leased by the Trustee to the Company; and

WHEREAS, the said Article III provides for other equipment procured for the transportation services of the Company to be purchased or constructed for the Company and transferred to the Trustee in addition to or in substitution for any of the equipment specifically described therein, such other equipment to be included as part of the Trust Equipment and subject to all the terms and conditions of the Agreement pursuant to Article IV thereof; and

WHEREAS, it has been deemed desirable to procure and include in the Trust other equipment, all of the right, title and interest under the contract entered into by the Company for the construction thereof having been assigned by the Company to the Trustee, and which equipment heretofore has been assigned by the Company to the Trustee for substitution under the Trust; and

WHEREAS, the Company has been duly authorized by resolutions adopted by its Board of Directors to execute and carry out this Supplemental Agreement;

NOW, THEREFORE, in consideration of the covenants herein and the further sum of One Dollar (\$1.00) to it paid by the Company, at and before the sealing and delivery of these presents, the receipt of which is hereby acknowledged, the Trustee has let and leased and does hereby let and lease to the Company for the term of fifteen (15) years from and after May 15, 1970, unless sooner terminated as provided in the Agreement, the following described other equipment constituting a part of the Trust Equipment of Seaboard Coast Line Railroad Equipment Trust, No. 3, to wit:

One (1) Model GP-40 3,000 H. P. Diesel Locomotive
bearing road No. SCL 1635, General Motors
Corporation (Electro-Motive Division), Builder.

The Company hereby certifies to the Trustee that the estimated total cost of the above-described other equipment is not less than Two Hundred Forty-Six Thousand, Eight Hundred Twenty-Five Dollars (\$246,825), that such equipment is standard gauge railroad equipment (other than work equipment), that the class, type, material and construction of equipment are approved by the Company, and that such equipment is to be purchased by the Trustee free from any liens.

As and when the above-described other equipment shall be transferred, sold, assigned or set over and delivered to the Trustee under the Agreement and marked in accordance with the provisions of Article IV thereof, the same shall be delivered to the Company and shall, upon such delivery to the Company, ipso facto, and without further instrument of lease or transfer, pass under and become subject to all the terms and provisions of the Agreement and be deemed a portion of the Trust Equipment leased to the Company under the Agreement as provided in said Article IV.

In order to facilitate the filing and recording of this Supplemental Agreement in accordance with Article VI of the Agreement, the same may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original and all such counterparts shall together constitute but one and the same instrument.

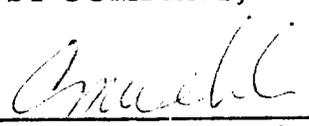
IN WITNESS WHEREOF, the parties hereto, acting in accordance with the terms and conditions of the Agreement, have caused these presents to be duly executed as of the day and year first above written.

Attest:



Authorized Officer

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, Trustee

By 

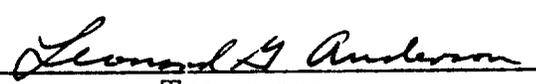
Assistant Vice President

Attest:



Assistant Secretary

SEABOARD COAST LINE RAILROAD
COMPANY

By 

Treasurer

STATE OF MARYLAND)
CITY OF BALTIMORE) ss.

On this 11th day of August, 1971, before me personally appeared C. M. WEBB, III, 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 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.

My commission expires July 1, 1974.

[Notarial Seal]

Margaret C. Hubert
Notary Public, State of Maryland

STATE OF VIRGINIA)
CITY OF RICHMOND) ss.

On this 9th day of August, 1971, before me personally appeared LEONARD G. ANDERSON, to me personally known, who being by me duly sworn, says that he is Treasurer of Seaboard Coast Line Railroad 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.

My commission expires July 12, 1974.

[Notarial Seal]

J. H. Chapman
Notary Public