

6413-2

THIS INDENTURE, made this 14th day of February, 1972, between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as successor Corporate Trustee under the First Mortgage dated January 1, 1946, made by the former Seaboard Air Line Railroad Company, to which Seaboard Coast Line Railroad Company is successor by merger, and CHEMICAL BANK, Corporate Trustee under the Consolidated Mortgage, dated March 15, 1971, made by Seaboard Coast Line Railroad Company, hereinafter called "Trustees;" and SEABOARD COAST LINE RAILROAD COMPANY, a Virginia corporation, hereinafter called "Railroad;"

WHEREAS, the National Railroad Passenger Corporation ("Amtrak") has agreed to purchase, and the Railroad has agreed to sell, the locomotives ("Equipment") identified in Exhibit A, attached hereto and made a part hereof; and

WHEREAS, Amtrak and the Railroad have entered into an agreement for the sale and purchase of the Equipment; and

WHEREAS, the sale and conveyance was authorized by a resolution adopted by the Board of Directors of the Railroad at its meeting held on July 15, 1971; and

WHEREAS, the Equipment is subject to the lien of said First Mortgage; and

WHEREAS, the Equipment is subject also to the lien of said Consolidated Mortgage; and

WHEREAS, the said Individual Trustee is relieved by Section 10.06 of Article Ten of said Consolidated Mortgage of any obligation to join in the giving of a release pursuant to Article Five of said Consolidated Mortgage;

NOW, THEREFORE, THIS INDENTURE WITNESSETH:

That, for and in consideration of the premises and the covenant of Railroad to deposit with the Corporate Trustee the proceeds in the amount of \$324,000.00 from the sale of the Equipment by Railroad to Amtrak, the Mercantile-Safe Deposit and Trust Company, as successor Corporate Trustee under said First Mortgage does remise and release, and has remised and released unto Railroad, the Equipment, pursuant to the provisions of Section Six of Article Twelve of said First Mortgage.

The Chemical Bank joins herein for the purpose of releasing and does hereby release the Equipment from the lien of said Consolidated Mortgage pursuant to the provisions of Section 5.17 of Article Five thereof.

IN WITNESS WHEREOF Railroad and Trustees have caused these presents to be duly signed and sealed, the day and year first above written.

Signed, sealed and delivered in the presence of:

A. B. McCallister
V. W. Lee

SEABOARD COAST LINE RAILROAD COMPANY

By D. C. Hastings
D. C. Hastings, Vice President - Operations

Attest: H. W. Martens
H. W. Martens, Assistant Secretary

Signed, sealed and delivered in the presence of:

James B. Smith
Leahy

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY

By [Signature]

Attest: [Signature]

Signed, sealed and delivered in the presence of:

[Signature]
[Signature]

CHEMICAL BANK

By [Signature]
Vice President

Attest: [Signature]
Assistant Secretary

EXHIBIT A

LIST OF LOCOMOTIVES TO BE SOLD TO AMTRAK

SCL 524
SCL 532
SAL 589
SAL 590
SAL 591
SAL 592
SAL 593
SAL 594
SAL 595
SAL 596
SAL 598
SAL 599

STATE OF FLORIDA)
COUNTY OF DUVAL)

On this 11th day of February, 1972, before me personally appeared D. C. Hastings, to me personally known, who being by me duly sworn, says that he is Vice President of SEABOARD COAST LINE 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 Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)

J. Sutton
Notary Public

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Oct. 3, 1975
Bonded By American Fire & Casualty Co.

STATE OF MARYLAND)
CITY OF BALTIMORE)

On this 14th day of February, 1972, before me personally appeared [Signature], to me personally known, who being by me duly sworn, says that she is the [Signature] 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.

(SEAL)

[Signature]
Notary Public

My Commission Expires:

BROOKLYN E. SCHAFER
NOTARY PUBLIC
My Commission Expires July 1, 1974

CITY OF NEW YORK)
COUNTY OF NEW YORK)

On this 17th day of February, 1972, before me personally appeared M. F. Badami, to me personally known, who being by me duly sworn, says that he is the Vice President of CHEMICAL BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said 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.

(SEAL)

[Signature]
Notary Public

My Commission Expires:

JOHN L. BERVAP
Notary Public, State of New York
No. 442303390
Qualified in Suffolk County
Cert. Exp. 12/31/74
Terr. Expires 12/31/74

SEABOARD COAST LINE RAILROAD COMPANY

BOARD OF DIRECTORS

EXTRACT FROM MINUTES

The Chairman referred to the contract with The National Railroad Passenger Corporation (known as Amtrak) covering the operation from and after May 1, 1971, of passenger service over this Company's lines, and stated that a decision would have to be made by July 31, 1971, with respect to whether this Company would sell or lease to Amtrak passenger cars or locomotives owned by this Company. He recommended that he be authorized to sell or lease to The National Railroad Passenger Corporation passenger train cars or locomotives, or both, owned by the Company upon such terms and for such consideration as he may deem to be in the best interests of the Company.

Whereupon, after discussion, on motion duly made, seconded and unambiguously adopted, it was

RESOLVED, that W. Thomas Rice, Chairman of the Board, be, and he hereby is, authorized to sell or lease (or any combination thereof) to The National Railroad Passenger Corporation passenger train cars or locomotives, or both, owned by this Company upon such terms and for such consideration as he may deem to be in the best interests of this Company, and is directed to report to the Board at its next meeting the action taken pursuant to the authorization granted herein.

I hereby certify that the foregoing is a true and correct extract from the minutes of a meeting of the Board of Directors of Seaboard Coast Line Railroad Company held at New York, N. Y., on July 15, 1971, at which a quorum was present and voted throughout, and that the resolution contained therein has not been rescinded or modified, and is, as of the date hereof, in full force and effect.

(SEAL)

J. J. Williams
Assistant Secretary.

Dated: November 11, 1971.

STATE OF VIRGINIA)
) ss.
CITY OF RICHMOND)

6413-6
RECORDATION NO. _____ Filed & Recorded

FEB 25 1972 - 3 45 PM

INTERSTATE COMMERCE COMMISSION

CERTIFICATE

I, J. H. Chapman, a notary public in and for the State and City aforesaid, hereby certify that I have compared the document attached hereto with the original document and that it is a true, correct and complete copy of the original document in all respects, including the dates, signatures and acknowledgments.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal this 25th day of February, 1972.

[Notarial Seal]



J. H. Chapman
Notary Public

My Commission expires July 12, 1974