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RECORDATION NO. _____ Filed & Recorded

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INTERSTATE COMMERCE COMMISSION
AMENDMENT AGREEMENT dated as of October 1,

1972, among FLORIDA NATIONAL BANK AND TRUST COMPANY AT MIAMI, as Agent under a Finance Agreement dated as of June 1, 1972 (hereinafter called the Vendor), LOUISVILLE AND NASHVILLE RAILROAD COMPANY (hereinafter called the Railroad), L&N INVESTMENT CORPORATION (hereinafter called the Builder), and TRUST COMPANY OF GEORGIA (hereinafter called the Company).

WHEREAS the Vendor, the Railroad, the Builder and the Company have entered into a Reconstruction and Conditional Sale Agreement dated as of June 1, 1972 (hereinafter called the Original Conditional Sale Agreement), filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on July 25, 1972, Recordation No. 6661; and

WHEREAS the Company and the Railroad have entered into a Lease of Railroad Equipment dated as of June 1, 1972 (hereinafter called the Original Lease), filed and recorded with the Interstate Commerce Commission pursuant to Section 20c of the Interstate Commerce Act on July 25, 1972, Recordation No. 6661-B; and

WHEREAS the parties hereto desire to amend the

Original Conditional Sale Agreement and the Original Lease;

NOW, THEREFORE, in consideration of the mutual agreements herein contained, the parties hereto agree as follows:

1. The Original Conditional Sale Agreement is hereby amended so as to read in its entirety as set forth in Exhibit A hereto.

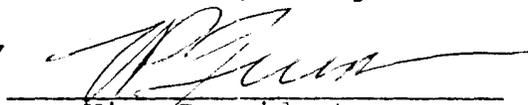
2. The Original Lease is hereby amended so as to read in its entirety as set forth in Exhibit B hereto.

3. The Railroad will promptly cause this Amendment Agreement to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

IN WITNESS WHEREOF, the parties hereto have caused their names to be signed hereto by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed as of the day and year first above written.

FLORIDA NATIONAL BANK AND TRUST
COMPANY AT MIAMI, as Agent

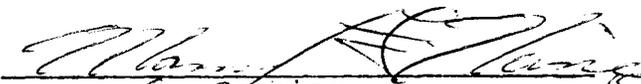
by



Vice President

[Corporate Seal]

Attest:



A997. Cashier

LOUISVILLE AND NASHVILLE RAILROAD COMPANY,

[Corporate Seal]

by

C. H. ...
Secretary-Treasurer

Attest:

W. A. ...
Assistant Secretary

L&N INVESTMENT CORPORATION,

[Corporate Seal]

by

C. H. ...
~~Vice President~~
Secretary-Treasurer

Attest:

W. A. ...
Assistant Secretary

TRUST COMPANY OF GEORGIA,

[Corporate Seal]

by

Victory C. Keefe
Group Vice President

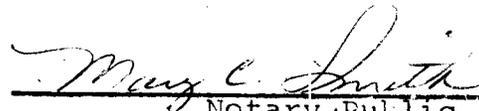
Attest:

W. A. ...
Assistant Secretary

STATE OF FLORIDA)
) ss.:
COUNTY OF DADE)

On this 28 day of November 1972, before me personally appeared V P. QUINLAN, to me personally known, who, being by me duly sworn, says that he is a Vice-President of FLORIDA NATIONAL BANK AND TRUST COMPANY AT MIAMI, 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.

[NOTARIAL SEAL]



Notary Public

Notary Public, State of Florida at Large
My Commission Expires April 20, 1975
Bonded by Transamerica Insurance Co.

STATE OF KENTUCKY)
) ss.:
COUNTY OF JEFFERSON)

On this 17th day of November 1972, before me personally appeared C. Hayden Edwards, to me personally known, who, being by me duly sworn, says that he is the Secretary-Treasurer of LOUISVILLE AND NASHVILLE RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation and 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 a free act and deed of said corporation.

Ingrina Stevenson
Notary Public

[NOTARIAL SEAL]

STATE OF KENTUCKY)
) ss.:
COUNTY OF JEFFERSON)

On this 17th day of November 1972, before me personally appeared Edward, to me personally known, who, being by me duly sworn, says that he is a Vice President of L&N INVESTMENT CORPORATION, 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.

Virginia Stevenson
Notary Public

My Commission expires: March 19, 1976

[NOTARIAL SEAL]

STATE OF GEORGIA)
) ss.:
COUNTY OF FULTON)

On this 22nd day of November 1972, before me personally appeared MARTIN C. KEEFFE, to me personally known, who, being by me duly sworn, says that he is a ^{Group} Vice President of TRUST COMPANY OF GEORGIA, 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.

Janet Arnold
Notary Public

My Commission expires:

[NOTARIAL SEAL]