



SEABOARD COAST LINE RAILROAD COMPANY

Treasury Department

P. O. Box 27581

Richmond, Virginia 23261

RECORDATION NO. 10394 A Filed 1425

LEONARD G. ANDERSON
VICE PRESIDENT AND TREASURER

AUG 16 1979 - 3 25 PM August 14, 1979

INTERSTATE COMMERCE COMMISSION

3-223A163

NO. AUG 16 1979

Date

Fee \$ 10.00

Washington, D. C.

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

Dear Mrs. Mergenovich:

I am enclosing for filing and recordation under the provisions of 49 U.S.C. § 11303 executed counterparts Nos. 1 through 5 of a supplemental agreement dated as of August 1, 1979, to a Conditional Sale Agreement and Agreement and Assignment thereof, both dated as of April 1, 1979, filed with your Commission on April 17, 1979, at 2:00 p.m. and assigned Recordation No. 10294. Counterpart No. 2 may be treated as the original and the others as counterparts thereof.

1. Names and addresses of the parties to the supplemental agreement

- (a) Builder-Assignor - General Motors Corporation (Electro-Motive Division), La Grange, Illinois 60525
- (b) Purchaser - Seaboard Coast Line Railroad Company, 3600 West Broad Street, Richmond, Virginia 23230, and Louisville and Nashville Railroad Company, 908 West Broadway, Louisville, Kentucky 40201
- (c) Assignee - United Virginia Bank, P. O. Box 26665, Richmond, Virginia 23261

2. Description of equipment covered by supplemental agreement

Identifying marks

"Ownership Subject to a Security Agreement
Filed With the Interstate Commerce Commission"

Handwritten signature: H.V. Brazley

RECEIVED
AUG 16 3 25 PM '79

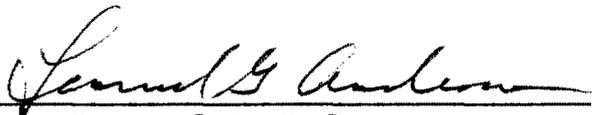
<u>General</u> <u>Description</u>	<u>Type of Equipment</u>	<u>A.A.R.Mech.</u> <u>Design.</u>	<u>No.</u>	<u>Road Numbers</u>
Diesel locomotives	Model GP38-2	B-B	2	CRR 6005 CRR 6006

3. Counterparts Nos. 2 through 5 of the above mentioned document should be returned to Mr. A. L. Freed, 1000 Connecticut Avenue, N. W., Washington, D. C. 20036, acting on my behalf.

I am enclosing check in the amount of \$10.00 covering the recordation fee for the above mentioned document.

Yours very truly,

SEABOARD COAST LINE RAILROAD COMPANY

BY 
Leonard G. Anderson
Vice President and Treasurer

AUG 16 1979 - 3 35 PM

INTERSTATE COMMERCE COMMISSION

THIS AGREEMENT, dated as of August 1, 1979, among GENERAL MOTORS CORPORATION (Electro-Motive Division) ("Builder"), SEABOARD COAST LINE RAILROAD COMPANY and LOUISVILLE AND NASHVILLE RAILROAD COMPANY, which two railroad companies operate, among other lines of railroad, the line known as "CLINCHFIELD RAILROAD COMPANY", leased from Carolina, Clinchfield and Ohio Railway and Carolina, Clinchfield and Ohio Railway of South Carolina (which first two named railroad companies are hereinafter collectively called the "Railroad"), and UNITED VIRGINIA BANK ("Assignee");

W I T N E S S E T H:

WHEREAS, pursuant to a Conditional Sale Agreement dated as of April 1, 1979 ("CSA"), between the Builder and the Railroad, the Builder agreed to construct, deliver and sell to the Railroad three (3) model EMD GP-38-2 diesel-electric locomotives bearing road numbers CRR 6005, 6006, and 6045; and ✓

WHEREAS, the Builder assigned its interest in the CSA to the Assignee pursuant to an Agreement and Assignment, also dated as of April 1, 1979; and

WHEREAS, the Railroad has cancelled the order for the unit numbered CRR 6045.

NOW, THEREFORE, the parties hereto hereby agree that the unit bearing road number CRR 6045 shall be excluded from the CSA, and other equipment included in substitution therefor.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this instrument to be executed in their respective corporate names by their officers or other persons, thereunto duly authorized, and their respective corporate seals to be hereunto affixed, duly attested, all as of the date first above written.

Attest:

W. Thomas
Assistant Secretary

[Corporate Seal]

GENERAL MOTORS CORPORATION
(Electro-Motive Division)

By *P.K. Haglund*
Vice President

Attest:

F. Lundberg
Assistant Secretary

[Corporate Seal]

SEABOARD COAST LINE RAILROAD COMPANY

By *Samuel S. Anderson*
Vice President and Treasurer

Attest:

David M. Yearwood
Attesting Officer

[Corporate Seal]

LOUISVILLE AND NASHVILLE RAILROAD
COMPANY

By *S. Schert*
Assistant Vice President

Attest:

Walter T. Tucker
Assistant Secretary

[Corporate Seal]

UNITED VIRGINIA BANK

By *W. H. H. H. H.*
Vice President

STATE OF ILLINOIS)
)
) ss.
COUNTY OF COOK)

On this *2ND* day of *AUGUST*, 1979, before me personally appeared *E. K. HOGLUND*, to me personally known, who, being by me duly sworn, says that he is Vice President of GENERAL MOTORS CORPORATION (Electro-Motive Division), 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.



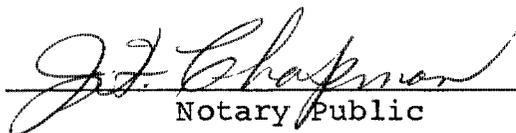
Notary Public

[Notarial Seal]

My commission expires *JANUARY 17, 1983*

COMMONWEALTH OF VIRGINIA)
)
) ss.
CITY OF RICHMOND)

On this *16TH* day of *July*, 1979, before me personally appeared Leonard G. Anderson, to me personally known, who, being by me duly sworn, says that he is Vice President and 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.



Notary Public

[Notarial Seal]

My commission expires *APR 26 1982*

COMMONWEALTH OF KENTUCKY)
) ss.
COUNTY OF JEFFERSON)

On this 25th day of July, 1979, before me personally appeared S. J. Rickert, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President of LOUISVILLE AND NASHVILLE 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.

Normal J. Jones
Notary Public

[Notarial Seal]

My commission expires March 4, 1981

COMMONWEALTH OF VIRGINIA)
) ss.
CITY OF RICHMOND)

On this 3rd day of August, 1979, before me personally appeared Julian N. Hallard, to me personally known, who, being by me duly sworn, says that he is Vice President of UNITED VIRGINIA BANK, 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.

Drenda W. Coker
Notary Public

[Notarial Seal]

My commission expires 11/7/80

Interstate Commerce Commission
Washington, D.C. 20423

8/16/79

OFFICE OF THE SECRETARY

A.L. Freed
1000 Conn. Ave., N.W.
Washington, D.C. 20036

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 8/16/79 at 3:35pm, and assigned re-
recording number(s). 10294-A

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SE-30
(7/79)