



SEABOARD COAST LINE RAILROAD COMPANY

Treasury Department
P. O. Box 27581
Richmond, Virginia 23261

LEONARD G. ANDERSON
VICE PRESIDENT AND TREASURER

April 12, 1979

no. 9-103A012
APR 13 1979
Date
Fee \$10.00

ICC, Washington, D. C.

Mr. H. G. Homme, Jr.
Secretary
Interstate Commerce Commission
Washington, D. C. 20423

RECORDATION NO. 9539 Filed 1425

APR 13 1979 - 9 20 AM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Homme:

I am enclosing for filing and recordation under the provisions of 49 U.S.C. § 11303 counterparts Nos. 1 through 6 of Amendment dated March 27, 1979, to Transfer Agreement, dated as of June 1, 1978, filed with your Commission on July 12, 1978, at 4:10 p.m. and assigned Recordation No. 9539-D. Counterpart No. 2 may be treated as the original and the others as counterparts thereof.

1. Names and addresses of the parties to the Amendment to Transfer Agreement

- (a) Transferor - The Connecticut Bank and Trust Company, One Constitution Plaza, Hartford, Connecticut 06115
- (b) Transferee - First Security Bank of Utah, N.A., 79 South Main Street, Salt Lake City, Utah 84111

2. Description of the equipment

<u>General Description</u>	<u>Type of Equipment</u>	<u>A.A.R.Mech. Design.</u>	<u>Number</u>	<u>To be Selected from Series Bearing SCL Road Numbers</u>
Woodchip hopper cars	70-ton	HTS	200	684300/684899
Box cars	50' 55-ton	XL	500	821000/821699 632000/632494

RECEIVED
APR 13 9 15 AM '79
I.C.C.
FEE OPERATION BR.

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Mr. H. G. Homme, Jr. - 2

Counterparts Nos. 2 through 6 of the above mentioned document should be returned to Mr. Woodruff M. Price, 1000 Connecticut Avenue, N.W., Washington, D. C. 20036, representing the undersigned.

I am enclosing this company's voucher in the amount of \$10.00 payable to the Commission covering the recordation fee for the above mentioned document.

Very truly yours,

SEABOARD COAST LINE RAILROAD COMPANY

By Leonard G. Anderson
Leonard G. Anderson
Vice President and Treasurer

AMENDMENT TO TRANSFER AGREEMENT

March 27, 1979

First Security Bank of Utah, N.A.,
not in its individual capacity
but solely as Agent,
79 South Main Street
Salt Lake City, Utah 84111

RECORDATION NO. 9539-F Filed 14:25

APR 13 1979-9 20 AM

INTERSTATE COMMERCE COMMISSION

Attention: Trust Department
Corporate Trust Division

Gentlemen:

We have entered into a Transfer Agreement dated as of June 1, 1978 (hereinafter called the Transfer Agreement), which was filed and recorded with the Interstate Commerce Commission on July 12, 1978, at 4:10 p.m., and assigned Recordation No. 9539-D. Attached to the Transfer Agreement as Annex I is a description and road numbers of the Hulks to be reconstructed. Annex I of the Transfer Agreement is hereby amended to read as follows:

<u>Quantity</u>	<u>Description</u>	<u>To Be Selected from Series Bearing SCL Road Numbers</u>
500	50' 55-ton Box Cars	SCL 821000/821699 SCL 632000/632494
200	70-ton Woodchip Hopper Cars	SCL 684300/684899

By signing a copy of the letter as hereinafter provided, you will thereby assign to the undersigned all right, title and interest to the above-described Hulks.

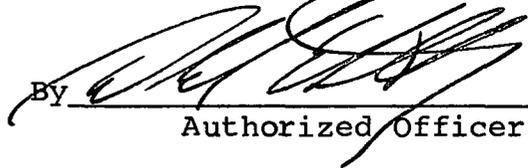
Except as amended hereby, the Transfer Agreement remains unaltered and in full force and effect.

This Amendment may be executed in any number of counterparts, which together shall constitute but one instrument.

If the foregoing is in accordance with your understanding, please sign a copy of this letter in the space provided and return it to the undersigned, whereupon this letter shall become a valid and binding agreement between us as to the date hereof.

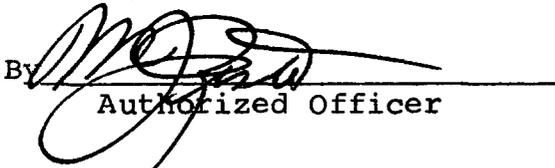
Very truly yours,

THE CONNECTICUT BANK AND TRUST COMPANY, not personally but solely as Trustee.

By  _____
Authorized Officer

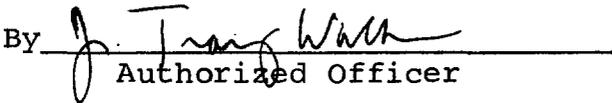
[Corporate Seal]

Attest:

By  _____
Authorized Officer

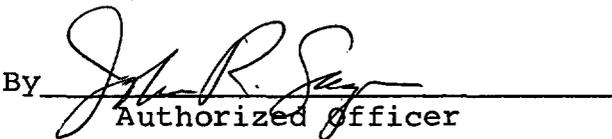
ACCEPTED:

FIRST SECURITY BANK OF UTAH, N.A.,
not in its individual capacity
but solely as Agent,

By  _____
Authorized Officer

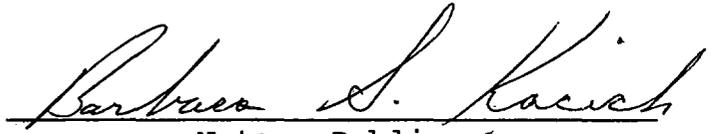
[Corporate Seal]

Attest:

By  _____
Authorized Officer

STATE OF CONNECTICUT)
)
) ss
COUNTY OF HARTFORD)

On this 11th day of April, 1979, before me personally appeared DONALD E. SMITH, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, that the seal 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.


Notary Public

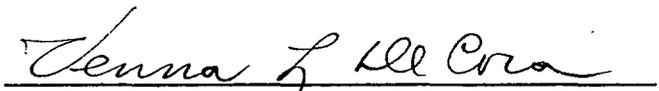
BARBARA S. KACICH
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1982

[Notarial Seal]

My commission expires

STATE OF UTAH)
)
) ss
COUNTY OF SALT LAKE)

On this 9 day of April, 1979, before me personally appeared J. TRACY WALKER, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of FIRST SECURITY BANK OF UTAH, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said national banking association and that said instrument was signed and sealed on behalf of said national banking association 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 national banking association.


Notary Public

[Notarial Seal]

My Commission Expires November 15, 1981
My commission expires