

May 1, 1973

06948-C
RECORDATION NO. _____ Filed & Recorded

MAY 16 1973 -9 55 AM

INTERSTATE COMMERCE COMMISSION

TRANSFER AGREEMENT

State Mutual Life Assurance Company
of America
440 Lincoln Street
Worcester, Massachusetts 01605.

The undersigned has recently acquired the used railroad equipment described in Annex I hereto (hereinafter called the Hulks) from Louisville and Nashville Railroad Company (hereinafter called the Railroad) and desires to have such Hulks reconstructed. The undersigned hereby agrees with you as follows:

1. In order to cause the Hulks to be reconstructed and sold to us by you on conditional sale, the undersigned hereby assigns and transfers to you, without warranties as to title or workmanship, security title to the Hulks and our rights under the Reconstruction Agreement dated as of December 1, 1972, between L&N Investment Corporation (hereinafter called the Builder) and us pursuant to which the Hulks are being reconstructed.

2. You will hold security title under and pursuant to the Reconstruction and Conditional Sale Agreement dated as of December 1, 1972 (hereinafter called the Agreement), among you, the Railroad, the Builder and us and you will request that the Hulks be reconstructed, pursuant thereto in accordance with the specifications referred to in Schedule A thereto. In accordance with the Agreement the undersigned has caused the Hulks to be delivered to the Builder on your behalf.

3. Upon completion of the reconstruction, the rebuilt Hulks will be delivered and conditionally sold by you to us in accordance with the Agreement.

4. If Hulks are excluded from the Agreement you shall reassign to us your interest in such Hulks, without warranty.

5. It is understood and agreed that this Agreement is being entered into solely to permit you to effectuate the foregoing and your interests in the Hulks, in present form or as reconstructed, is a security interest and that we shall at all times be the beneficial owner of the same.

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.

Very truly yours,

TRUST COMPANY OF GEORGIA, as Trustee,

by *Rm Beck*
Corporate Trust Officer

[SEAL]

ACCEPTED:

STATE MUTUAL LIFE ASSURANCE COMPANY
OF AMERICA,

by *James R. Roberts* NK
Assistant Treasurer

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

On this ^{10th} day of ^{May} 1973, before me personally appeared ^{R M BELK}, to me personally known, who, being by me duly sworn, says that he is a Corporate Trust Officer ~~vice President~~ of Trust Ccompany of Georgia, 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 each of whom acknowledged that the execution of the foregoing instrument was a free act and deed of said corporation.

Virginia Davis
Notary Public
Notary Public, Georgia State at Large
My Commission Expires Sept. 17, 1976

[NOTARIAL SEAL]

My Commission expires:

Sept. 17, 1976

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>L&N Road Numbers</u>				
3	50-ton 40' 6" box cars	12440	12703	93987		
107	50-ton 50' 6" box cars	108006	108405	108539	108607	108696
		108007	108425	108540	108608	108700
		108014	108446	108543	108609	108712
		108016	108451	108552	108610	108719
		108044	108455	108560	108617	108720
		108052	108465	108565	108626	108734
		108080	108494	108566	108627	108738
		108088	108501	108568	108638	108739
		108095	108502	108573	108641	108741
		108109	108503	108575	108642	108744
		108148	108506	108578	108643	108747
		108169	108514	108582	108652	108749
		108177	108515	108583	108653	108751
		108214	108516	108588	108662	108755
		108222	108519	108589	108665	108759
		108246	108521	108591	108672	108761
		108278	108523	108592	108675	108764
		108286	108524	108594	108676	108770
		108359	108526	108595	108681	108771
		108372	108529	108597	108682	108785
		108402	108533	108604	108692	108792
						108795
						108799
18	70-ton 50' 6" box cars	100187	100346	100370	101910	103938
		100239	100353	100375	102734	103993
		100305	100365	100783	102768	
		100340	100368	101692	102796	
3	70-ton 50' 6" box cars	101004	101082	101087		
11	100-ton 48' 6" box cars	101500	101507	101514	101516	101521
		101504	101512	101515	101518	101523
						101526
38	80-ton open-top hopper cars	180122	184524	186618	186715	187824
		180252	184855	186637	186868	187975
		180714	185250	186646	186878	188557
		182287	185257	186656	186901	188765
		182582	185338	186680	187444	189079
		182917	185340	186685	187451	189080
		183225	185497	186704	187472	
		183489	186607	186709	187733	