



LOUISVILLE & NASHVILLE RAILROAD COMPANY

908 W. BROADWAY • LOUISVILLE, KENTUCKY 40201 • TELEPHONE (502) 587-1121

LAW DEPARTMENT

April 29, 1974

DAVID M. YEAR
ASST. GENERAL S

7327-D
Cor

RECORDATION NO. _____ Filed & Recorded

APR 29 1974 -9 45 AM

INTERSTATE COMMERCE COMMISSION

Mr. Robert L. Oswald, Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Mr. Secretary:

On April 19, 1974 I caused to be filed and recorded with the Interstate Commerce Commission, pursuant to Section 20c of the Interstate Commerce Act, a Transfer Agreement dated as of April 18, 1974 which was assigned Recordation No. 7327-D.

This Transfer Agreement was dated in error. It should have been dated as of April 15, 1974. Therefore, please change the date from April 18, 1974 to April 15, 1974 on the recorded counterparts of this Transfer Agreement which you retained.

Please acknowledge that this error has been corrected by executing and returning to me the attached copies of this letter. I will correct the date on all of the recorded counterparts which you returned to me.

Very truly yours,

David M. Yearwood
David M. Yearwood

RECORDATION No. 7327-D

(Filed pursuant to the
Provisions of Section 20c
Interstate Commerce Act)

15
DATED AS OF APRIL 18, 1974

7327-1

TRANSFER AGREEMENT

RECORDATION NO. _____ Filed & Recorded

APR 19 1974 - 10 20 AM

INTERSTATE COMMERCE COMMISSION

Mercantile-Safe Deposit and Trust Company, as Agent
Two Hopkins Plaza
Baltimore, Maryland 21203

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.

2. You will hold security title under and pursuant to the Reconstruction and Conditional Sale Agreement dated as of December 1, 1973 (hereinafter called the Agreement), among you, the Railroad, L & N Investment Corporation (hereinafter called 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 reconstructed Hulks will be delivered and conditionally sold by you to us in accordance with the Agreement.

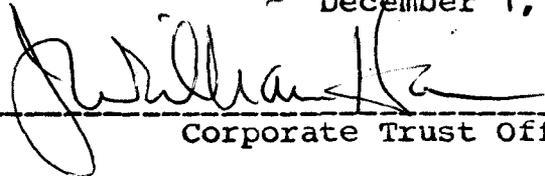
4. If Hulks are excluded from the Agreement you shall reassign to us your interest in such Hulks, without warranty.

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 under a Trust
Agreement dated as of
December 1, 1973

by 
Corporate Trust Officer

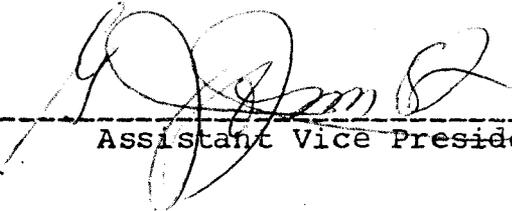
[SEAL]

Attest:

by 
Assistant Secretary

ACCEPTED:

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent

by 
Assistant Vice President

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

On this *19th* day of *April* 1974, before me personally appeared *J. William Horn*, to me personally known, who, being by me duly sworn, says that he is a Corporate Trust Officer of Trust Company 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.

R. Burrell

 Notary Public

[NOTARIAL SEAL]

My Commission expires

NOTARY PUBLIC, GEORGIA STATE AT LARGE
 MY COMMISSION EXPIRES NOVEMBER 1, 1977

ANNEX I

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
336	50-ton box cars	12112, 12161, 12207, 12275 12355, 12370, 12377, 12378 12391, 12396, 12397, 12427 12430, 12432, 12448, 12451 12460, 12493, 12494, 12517 12525, 12568, 12614, 12622 12642, 12734, 12762, 12769 12779, 12837, 12866, 12882 12892, 12913, 12919, 12920 12950, 12965, 12988 46069, 46092, 46103, 46107 46109, 46110, 46111, 46113 46116, 46117, 46122, 46124 46129, 46134, 46142, 46144 46148, 46156, 46159, 46162 46165, 46166, 46167, 46170 46171, 46172, 46173, 46176 46181, 46182, 46184, 46185 46187, 46189, 46192, 46194 46195, 46197, 46198, 46199 46213, 46219, 46227, 46229 46232, 46234, 46238, 46247 46250, 46259, 46262, 46266 46273, 46310, 46311, 46333 46339, 46344, 46390, 46396 46601, 46606, 46620, 46628 46647, 46653, 46655, 46656 46659, 46673, 46676, 46683 46685, 46689, 46707, 46709 46713, 46714, 46730, 46734 46737, 46741, 46745, 46750 46755, 46759, 46769, 46774 46778, 46784, 46791, 46794 46798, 46825, 46833, 46898

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
		91417, 91432, 91436, 91461
		91492, 91504, 91509, 91511
		91514, 91528, 91548, 91561
		91568, 91592, 91597, 91599
		91603, 91645, 91646, 91651
		91666, 91688, 91701, 91710
		91716, 91744, 91758, 91771
		91780, 91791, 91801, 91811
		91820, 91824, 91828, 91830
		91851, 91924, 91930, 91940
		91952, 91973, 92035, 92041
		92053, 92058, 92073, 92071
		92080, 92085, 92107, 92121
		92124, 92130, 92147, 92151
		92156, 92158, 92162, 92181
		92212, 92214, 92226, 92231
		92234, 92246, 92247, 92271
		92279, 92281, 92292, 92291
		92295, 92311, 92313, 92311
		92340, 92341, 92357, 92361
		92370, 92393, 92400, 92410
		92422, 92432, 92435, 92431
		92438, 92439, 92442, 92471
		92497, 92514, 92574, 92611
		92624, 92625, 92626, 92631
		92634, 92947, 92961, 92961
		92997, 92999
		93470, 93529, 93538, 93581
		93620, 93635, 93674, 93751
		93755, 93769, 93774, 93781
		93794, 93805, 93815, 93831
		93843, 93848, 93849, 93861
		93905, 93908, 93920, 93921
		93955, 93998

Quantity

Description

Road Numbers

107006, 107010, 107013,
107016, 107018, 107022,
107023, 107027, 107042,
107069, 107070, 107078,
107087, 107089, 107095,
107096, 107098, 107103,
107104, 107117, 107129,
107151, 107153, 107171,
107176, 107179,

107523

108020, 108025, 108027,
108069, 108071, 108078,
108081, 108097, 108131,
108162, 108165, 108185,
108194, 108249, 108260,
108277, 108284, 108391,
108401, 108406, 108439,
108509, 108527, 108532,
108534, 108580, 108586,
108606, 108631, 108634,
108663, 108674, 108711,
108716, 108724, 108773,
108774, 108779, 108787,
108797, 108798

<u>Quantity</u>	<u>Description</u>	<u>Road Numbers</u>
20	70-ton box cars	100046, 100059 100149, 100173, 100182, 100201, 100202, 100225, 100269, 100285, 100349 101003, 101007, 101009, 101023, 101024, 101025, 101030, 101040, 101096
23	100-ton covered hopper cars	200017, 200019, 200039, 200064, 200078, 200102, 200135, 200162, 200250, 200294, 200297, 200334, 200344, 200414, 200421, 200509, 200630, 200639, 200698 201022, 201202, 201355