

7004-C  
RECORDING NO. \_\_\_\_\_

Filed & Recorded

JAN 29 1974 - 2 35 PM

January 1, 1974

INTERSTATE COMMERCE COMMISSION  
TRANSFER AGREEMENT

First National State Bank of New Jersey  
550 Broad Street  
Newark, New Jersey

The undersigned has recently acquired the used railroad equipment described in Annex I hereto (hereinafter called the Hulks) from Seaboard Coast Line 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 March 15, 1973 (hereinafter called the Agreement), among you, the Railroad 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 Railroad 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,

THE ATLANTIC NATIONAL BANK  
OF JACKSONVILLE

by Harvey H. Talbot  
Vice President

[SEAL]

Attest:

by [Signature]  
Assistant Secretary

ACCEPTED:

FIRST NATIONAL STATE BANK OF NEW JERSEY,

by [Signature]  
Vice President

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

On this 14<sup>th</sup> day of January 1974, before me personally appeared Harry Graham, to me personally known, who, being by me duly sworn, says that he is a Vice President of The Atlantic National Bank of Jacksonville, 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.

*Linda Sayles*  
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Notary Public

[ NOTARIAL SEAL ]  
My Commission expires  
NOTARY PUBLIC STATE OF FLORIDA AT LARGE  
MY COMMISSION EXPIRES MAY 10, 1975  
GENERAL INSURANCE UNDERWRITERS, INC.

ANNEX I

Description of Hulks

Twenty ( 20 ) used covered hopper cars

bearing SCL road numbers:

SCL 686115	SCL 686224	SCL 686614	SCL 686870	SCL 687121
686147	686263	686707	686953	687216
686156	686467	686765	687053	687227
686174	686565	686858	687062	687289

Annex I (continued)

Description of Hulks

Twenty-five ( 25 ) used covered hopper cars

bearing SCL road numbers:

SCL 686109	SCL 686377	SCL 686812	SCL 686927	SCL 687095
686199	686585	686848	686951	687097
686278	686756	686849	687029	687113
686353	686780	686863	687045	687129
686354	686802	686886	687079	687226

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Annex I (continued)

Description of Hulks

Twenty-five ( 25 ) used covered hopper cars

bearing SCL road numbers:

SCL 686130	SCL 686299	SCL 686650	SCL 686978	SCL 687163
686139	686419	686900	686998	687200
686176	686456	686920	687001	687220
686198	686625	686965	687071	687257
686295	686630	686966	687122	687292

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