RECORDATION NO. 5945-C Filed 1425
AUG 2 - 1983 3 35 PM
INTERSTATE COMMERCE COMMISSION

SUPPLEMENTAL AGREEMENT, dated as of April 15, 1983, by and between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, of Baltimore, Maryland, a Maryland corporation, as Trustee (the "Trustee") under Louisville and Nashville Railroad Equipment Trust, Series 6, dated as of February 15, 1971, as supplemented, and SEABOARD SYSTEM RAILROAD, INC. (successor by merger to Louisville and Nashville Railroad Company), a Virginia corporation (the "Railroad").

WITNESSETH:

WHEREAS, under an Equipment Trust Agreement, dated as of February 15, 1971, as supplemented (the "Equipment Trust Agreement"), by and between the Trustee and the Railroad, there is leased to the Railroad the Trust Equipment described therein;

WHEREAS, the Equipment Trust Agreement was, in accordance with the provisions thereof, filed and recorded with the Interstate Commerce Commission on February 17, 1971 and assigned Recordation No. 5945;

WHEREAS, Section 4.7 of the Equipment Trust Agreement requires the Railroad at the close of each calendar year to (1) deposit with the Trustee an amount in cash equal to the Fair Value of the Trust Equipment which shall be worn out, lost or destroyed or become unsuitable for use or no longer be needed, or (2) with the prior consent of the Trustee, cause to be sold, assigned, transferred and set over unto the Trustee, other equipment having a Fair Value equal to or in excess of the Fair Value of such Trust Equipment;

WHEREAS, the aggregate Fair Value of the Trust Equipment which has become worn out, lost, destroyed, or determined to be unsuitable for use or no longer needed during calendar years 1981 and 1982 is $211,359;

WHEREAS, the Railroad proposes, and the Trustee is willing to consent thereto, to sell, assign, transfer and set over unto the Trustee, pursuant to Section 4.7 of the Equipment Trust Agreement, other equipment having a Fair Value as of the date hereof in excess of the Fair Value of the Trust Equipment which has become worn out, lost, destroyed, or determined to be unsuitable for use or no longer needed during calendar years 1981 and 1982.

NOW, THEREFORE, in consideration of the premises, the Railroad hereby agrees, pursuant to Section 4.7 of the Equipment Trust Agreement, to sell, assign, transfer and set over unto the Trustee the following equipment:

> Twenty-nine (29) 70-ton bulkhead flat cars bearing road numbers L&N 22737-22741, 22743, 22746, 22747, 22749-22754, 22756, 22758-22764, 22767-22770 and 22772-22774, inclusive, and
>
> Eight (8) 100-ton bulkhead flat cars bearing road numbers L&N 22925, 22934, 22944-22946, 22948, 22950 and 22952, inclusive,

having an aggregate Fair Value as of the date hereof of $216,153.

The Equipment Trust Agreement is hereby amended to subject such equipment to the terms of the Equipment Trust Agreement.

The following Trust Equipment, which has become worn out, lost, destroyed, or determined to be unsuitable for use or no longer needed during calendar years 1981 and 1982, is hereby released from the Equipment Trust Agreement:

One (1) 70-ton box car bearing road number L&N 104081,

Eight (8) 80-ton open top hopper cars bearing road numbers L&N 185784, 185812, 185878, 185926, 186107, 186145, 186164 and 186190,

One (1) 100-ton open top hopper car bearing road number 190567, and

Eleven (11) 70-ton box cars bearing road numbers 400517, 400618, 400633, 400638, 400671, 450004, 450056, 450067, 450078, 450087 and 450096.

The Railroad will cause this Supplemental Agreement to be filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. Section 11303, and will furnish to the Trustee evidence of such filing and recording.

This Supplemental Agreement may be simultaneously executed in two or more counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same instrument, which shall be sufficiently evidenced by any such original counterpart.

IN WITNESS WHEREOF, the Trustee, acting in accordance with the terms of the Equipment Trust Agreement, and the Railroad, pursuant to due corporate authority, have caused this Supplemental Agreement to be signed in their respective corporate names by their respective duly authorized officers and their respective corporate seals to be hereunto affixed, duly attested, as of the day and year first above written.

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY,
Trustee

(Corporate Seal) By _____
Assistant Vice President

ATTEST:

_____
Assistant Corporate Trust Officer

SEABOARD SYSTEM RAILROAD, INC.

(Corporate Seal) By _____
Director of Finance

ATTEST:

_____
Assistant Secretary

STATE OF MARYLAND)
) SS:
CITY OF BALTIMORE)

On this 27th day of June, 1983, before me personally appeared R. E. Schreiber, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of Mercantile-Safe Deposit and Trust 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.

Patricia A. Cown
Notary Public

My Commission expires 2-1-86.

(NOTARIAL SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF DUVAL)

On this 20th day of June, 1983, before me personally appeared David D. Owen, to me personally known, who being by me duly sworn, says that he is Director of Finance of Seaboard System Railroad, Inc., that one of the seals affixed to the foregoing 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.

Susan E. Carr
Notary Public
Notary Public, State of Florida
My Commission Expires March 16, 1986
Bonded Thru Troy Fain Insurance, Inc.

My Commission expires _____.

(NOTARIAL SEAL)

RECORDATION NO. 5945-Q FILED 1425
AUG 2 - 1983 2 35 PM
INTERSTATE COMMERCE COMMISSION

SEABOARD SYSTEM RAILROAD
500 Water Street · Jacksonville, Florida 32202 · (904) 359-3100

July 28, 1983

Law Department
Writer's direct telephone line:

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

Dear Madam Secretary:

I have enclosed four counterparts of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U. S. Code.

This document is a Supplemental Agreement, a secondary document, dated as of April 15, 1983.

The primary document to which this Supplement is connected is recorded under Recordation No. 5945.

The names and addresses of the parties to the document are as follows:

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

Seaboard System Railroad, Inc.
500 Water Street
Jacksonville, Florida 32202

A description of the equipment covered by the document is as follows:

Equipment Released

One (1) 70-ton box car bearing road number L&N 104081,

Eight (8) 80-ton open top hopper cars bearing road numbers L&N 185784, 185812, 185878, 185926, 186107, 186145, 186164 and 186190,

One (1) 100-ton open top hopper car bearing road number 190567, and

Eleven (11) 70-ton box cars bearing road numbers 400517, 400618, 400633, 400638, 400671, 450004, 450056, 450067, 450078, 450087 and 450096.

Equipment Subjected or Added to Primary Document

Twenty-nine (29) 70-ton bulkhead flat cars bearing road numbers L&N 22737-22741, 22743, 22746, 22747, 22749-22754, 22756, 22758-22764, 22767-22770 and 22772-22774, inclusive, and

Eight (8) 100-ton bulkhead flat cars bearing road numbers L&N 22925, 22934, 22944-22946, 22948, 22950 and 22952, inclusive.

A fee of $10.00 is enclosed.

Please return the counterparts not needed by the Commission for recordation to:

Mr. David M. Yearwood
General Attorney
Seaboard System Railroad
500 Water Street
Jacksonville, Florida 32202

A short summary of the document to appear in the index follows:

Release cars numbered L&N 104081, 185784, 185812, 185878, 185926, 186107, 186145, 186164, 186190, 190567, 400517, 400618, 400633, 400638, 400671, 450004, 450056, 450067, 450078, 450087 and 450096.

Add cars numbered L&N 22925, 22934, 22944-22946, 22948, 22950 and 22952.

Very truly yours,

David M. Yearwood

David M. Yearwood
General Attorney