



SEABOARD COAST LINE RAILROAD COMPANY

Law Department
3600 West Broad Street
Richmond, Virginia 23230

EDWARD C. TANNEN
ASSISTANT GENERAL ATTORNEY

RECORDATION NO. 6296-I Filed 1425

MAIL ADDRESS: P. O. BOX 27581
RICHMOND, VA. 23261

DEC 8 1980 - 1:00 PM

December 3, 1980
105874
102797

INTERSTATE COMMERCE COMMISSION

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

No. 6-343112
Date DEC 8 1980
Fee \$ 10.00

DOCUMENTS
BRANCH

DEC 8 3 52 PM '80

Dear Mrs. Mergenovich:

ICC Washington, D. C.

I am enclosing for filing and recordation under the provisions of 49 U.S.C. § 11303 counterparts Nos. 1 through 4 of Statement of Replacement of Equipment dated October 1, 1980, under Conditional Sale Agreement and Agreement and Assignment thereof, both dated as of August 15, 1971, between Pullman Incorporated (Pullman-Standard Division) and Seaboard Coast Line Railroad Company, assigned to Chemical Bank, and filed with your Commission on September 3, 1971, at 9:30 a.m., Recordation No. 6296, and subsequently assigned to Bankers Trust Company by Chemical Bank. Such supplemental assignment dated November 22, 1976, was filed on November 23, 1976, and assigned Recordation No. 6296-C. Each of the enclosed counterparts constitutes an original and for recordation purposes counterpart No. 2 may be treated as the original.

1. Names and addresses of the parties to the Statement of Replacement of Equipment

- (a) Purchaser - Seaboard Coast Line Railroad Company, 3600 W. Broad Street, Richmond, Va. 23230
- (b) Assignee - Bankers Trust Company, New York, New York 10015

Handwritten notes:
Counterpart -
H 276242

2. Description of equipment covered by the Statement of Replacement of Equipment

Identifying marks

"BANKERS TRUST COMPANY, AGENT-SECURITY OWNER"

<u>General Description</u>	<u>Type of Equipment</u>	<u>A.A.R. Mechanical Designation</u>	<u>Replacement Equipment Road Nos.</u>	<u>Destroyed Equipment Road Nos.</u>
11 new coil steel cars	100-ton	FMS	SCL 109054-109064, inc.	See document

3. Counterparts Nos. 2 through 4 of the above mentioned document should be returned to the undersigned at P. O. Box 27581, Richmond, Virginia 23261.

I am enclosing this company's check covering the recordation fee for the above mentioned document.

Yours very truly,

Edward C. Tannen

Edward C. Tannen

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

Edward C. Tannen
Seaboard Coast Line Railroad Co.
3600 West Broad Street
Richmond Virginia 23230

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/8/80 at 4:00PM, and assigned re-
recording number(s). 6296-I

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

SEABOARD COAST LINE RAILROAD CONDITIONAL SALE AGREEMENT
DATED AUGUST 15, 1971

RECORDATION NO. 6296-I
Filed 1426

STATEMENT OF REPLACEMENT OF EQUIPMENT
DATED OCTOBER 1, 1980

DEC 8 1980 - 4 00 PM

INTERSTATE COMMERCE COMMISSION

Pursuant to Article 8 of that certain Conditional Sale Agreement (Agreement) dated as of August 15, 1971, between PULLMAN INCORPORATED (PULLMAN-STANDARD DIVISION) and SEABOARD COAST LINE RAILROAD COMPANY, assigned to Chemical Bank under Agreement and Assignment, also dated August 15, 1971, and further assigned by Chemical Bank to Bankers Trust Company by Supplemental Assignment dated as of November 22, 1976, the following units of new standard-gauge railroad equipment are hereby substituted to replace units having suffered a Casualty Occurrence as defined in the Agreement:

<u>Replacement Equipment</u>	<u>Replacement Equipment Road Nos.</u>	<u>Road Nos. of Equipment Suffering a Casualty Occurrence</u>
11 new 100-ton coil steel cars	SCL 109054-	23152 23443 23849
	109064	23156 23453 23861
		23162 23459 23894
		23178 23486 23916
		23193 23488 23918
		23198 23510 23926
		23213 23528 23927
		23237 23554 23931
		23250 23573 23936
		23252 23575 23941
		23256 23607 23947
		23259 23609 23960
		23276 23616 23963
		23282 23618 23977
		23297 23628 23978
		23312 23634 23980
		23347 23635 24000
		23351 23662 24030
		23374 23672 24031
		23382 23680 24063
		23399 23682 24068
		23400 23684 24096
		23410 23765 24103
		23419 23817 24125
	23425 23845 24136	

The above-described replacement equipment shall constitute accessions to the equipment subject to the Agreement and shall be subject to all appropriate terms and conditions of the Agreement as though part of the original equipment delivered thereunder and shall be included in the term "Equipment" as used in the Agreement.

The above-described replacement equipment will be marked on both sides thereof "BANKERS TRUST COMPANY, AGENT-SECURITY OWNER" as provided in Article 7 of the Agreement.

Attest:

SEABOARD/COAST LINE RAILROAD COMPANY

[Signature]
Assistant Secretary

By *[Signature]*
Senior Vice President-Finance

(SEAL)

Bankers Trust Company, Agent, as Assignee under the aforesaid Conditional Sale Agreement, hereby acknowledges the filing of the foregoing statement with it.

Dated this 24th day of November, 1980.

Attest:

BANKERS TRUST COMPANY, as Agent

[Signature]

By *[Signature]*
Vice President

(SEAL)

STATE OF FLORIDA)
)
) ss
COUNTY OF DUVAL)

On this *20th* day of *October*, 1980, before me personally appeared Alex J. Mandl, to me personally known, who, being by me duly sworn, says that he is Senior Vice President-Finance of SEABOARD COAST LINE RAILROAD 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.

[Signature]
Notary Public

(SEAL)

My term expires *5076 exp 28, 1981*

STATE OF NEW YORK)
)
) ss
COUNTY OF NEW YORK)

On this *24th* day of *November*, 1980, before me personally appeared Romano I. Peluso, to me personally known, who being by me duly sworn, says that he is **VICE PRESIDENT** of BANKERS TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said company, that said instrument was signed and sealed on behalf of said company 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 company.

[Signature]
Notary Public

(SEAL)

My term expires
MARCH 30, 1981

HELMUT F. LEUFFEN
Notary Public, State of New York
No. 31-4657770
Qualified in New York County
Commission Expires March 30, 1981