



SEABOARD COAST LINE RAILROAD COMPANY

Treasury Department
P. O. Box 27581
Richmond, Virginia 23261

LEONARD G. ANDERSON
VICE PRESIDENT AND TREASURER

February 1, 1980

0-036A108

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

RECORDATION NO. 10294 Filed 1425

FEB 5 1980 - 2 15 PM

INTERSTATE COMMERCE COMMISSION

DATE FEB 5 1980
FEE \$ 10.00
ICC Washington, D. C.

Dear Mrs. Mergenovich:

I am enclosing for filing and recordation under the provisions of 49 U.S.C. § 11303 executed counterparts Nos. 1 through 5 of a supplemental agreement dated as of January 15, 1980, to a Conditional Sale Agreement and Agreement and Assignment thereof, both dated as of April 1, 1979, filed with your Commission on April 17, 1979, at 2:00 p.m. and assigned Recordation No. 10294. Counterpart No. 2 may be treated as the original and the others as counterparts thereof.

1. Names and addresses of the parties to the supplemental agreement

(a) Purchaser^s - Seaboard Coast Line Railroad Company, 3600 West Broad Street, Richmond, Virginia 23230, and Louisville and Nashville Railroad Company, 908 West Broadway, Louisville, Kentucky 40201

(b) Vendor - United Virginia Bank, P. O. Box 26665, Richmond, Virginia 23261

2. Description of equipment covered by supplemental agreement

Identifying marks

"Ownership Subject to a Security Agreement
Filed With the Interstate Commerce Commission"

Conroy
H. W. Beasley

RECEIVED
FEB 11 1980
FEB 11 1980

<u>General</u> <u>Description</u>	<u>Type of Equipment</u>	<u>A.A.R.Mech.</u> <u>Design.</u>	<u>No.</u>	<u>Road Numbers</u>
Rebuilt Diesel Locomotives	Model GP-7	B-B	2	CRR 4606 and CRR 4607

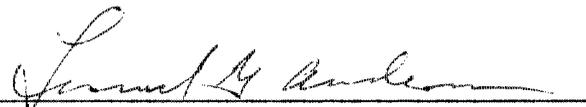
3. Counterparts Nos. 2 through 5 of the above mentioned document should be returned to Mr. A. L. Freed, 1000 Connecticut Avenue, N. W., Washington, D. C. 20036, acting on my behalf.

I am enclosing check in the amount of \$10.00 covering the recordation fee for the above mentioned document.

Yours very truly,

SEABOARD COAST LINE RAILROAD COMPANY

By



Leonard G. Anderson
Vice President and Treasurer

FEB 5 1980 -2 15 PM

THIS AGREEMENT, ~~dated~~ ^{INTERSTATE COMMERCE COMMISSION} as of January 15, 1980, among SEABOARD COAST LINE RAILROAD COMPANY and LOUISVILLE AND NASHVILLE RAILROAD COMPANY, which two railroad companies operate, among other lines of railroad, the line known as "CLINCHFIELD RAILROAD COMPANY", leased from Carolina, Clinchfield and Ohio Railway and Carolina, Clinchfield and Ohio Railway of South Carolina (which first two named railroad companies are hereinafter collectively called the "Railroad"), and UNITED VIRGINIA BANK ("Vendor");

W I T N E S S E T H:

WHEREAS, pursuant to a Conditional Sale Agreement dated as of April 1, 1979 ("CSA"), between General Motors Corporation (Electro-Motive Division) ("Builder") and the Railroad, the Builder agreed to construct, deliver and sell to the Railroad three (3) model EMD GP-38-2 diesel-electric locomotives bearing road numbers CRR 6005, 6006, and 6045; and

WHEREAS, the Builder assigned its interest in the CSA to the Vendor pursuant to an Agreement and Assignment, also dated as of April 1, 1979; and

WHEREAS, the Railroad has cancelled the order for the unit numbered CRR 6045 pursuant to an Agreement dated August 1, 1979; and

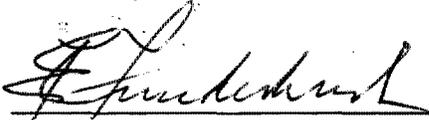
WHEREAS, the Railroad desires to subject two fully rebuilt units numbered CRR 4606 and CRR 4607 to the CSA.

NOW, THEREFORE, the parties hereto hereby agree that the units bearing road numbers CRR 4606 and CRR 4607 shall be subjected to the CSA.

IN WITNESS WHEREOF, the parties hereto, each pursuant to due corporate authority, have caused this instrument to be executed in their respective corporate names by their officers or other persons, thereunto duly authorized, and their respective corporate seals to be hereunto affixed, duly attested, all as of the date first above written.

Attest:

SEABOARD COAST LINE RAILROAD COMPANY


Assistant Secretary

By 
Vice President and Treasurer

[Corporate Seal]

Attest:

LOUISVILLE AND NASHVILLE RAILROAD COMPANY

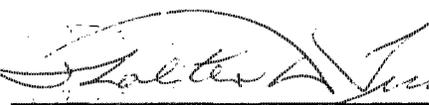

Assistant Secretary

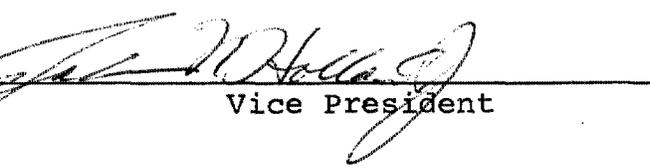
By 
Assistant Vice President

[Corporate Seal]

Attest:

UNITED VIRGINIA BANK


Assistant Secretary

By 
Vice President

[Corporate Seal]

COMMONWEALTH OF VIRGINIA)
)
) ss
CITY OF RICHMOND)

On this *14th* day of *JANUARY*, 19*80*, before me personally appeared Leonard G. Anderson, to me personally known, who, being by me duly sworn, says that he is Vice President and Treasurer 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.

J. H. Chapman

Notary Public

[Notarial Seal]

My commission expires APR 26 1982

COMMONWEALTH OF KENTUCKY)
)
) ss
COUNTY OF JEFFERSON)

On this *29th* day of *January*, 19*80*, before me personally appeared *D. G. Watkins*, to me personally known, who, being by me duly sworn, says that he is Assistant Vice President of LOUISVILLE AND NASHVILLE 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.

Norma J. Jones

Notary Public

[Notarial Seal]

My commission expires *March 4, 1981*

Interstate Commerce Commission

Washington, D.C. 20423

2/5/80

OFFICE OF THE SECRETARY

**Leonard G. Anderson
Vice President & Treasurer
Seaboard Coast Line RR Company
P.O.Box 27581
Richmond , Virginia 23261**

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 2/5/80 at 2:15pm , and assigned re-
recording number (s). **10294-B**

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure (s)