

RECORDATION NO. 13136-C  
Filed 12/5

# CRAVATH, SWAINE & MOORE

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NEW YORK, N. Y. 10005

INTERSTATE COMMERCE COMMISSION

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2-335A066

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FEE OPERATION

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RECEIVED

December 1, 1982

Louisville and Nashville Railroad Company  
Louisville and Nashville Railroad Equipment Trusts, Series 14  
First Supplement to Series 14-B Supplement

Dear Ms. Mergenovich:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith for filing on behalf of Louisville and Nashville Railroad Company counterparts of the following document:

First Supplement dated as of October 15, 1982, to the Series 14-B Equipment Trust Agreement Supplement among Mercantile-Safe Deposit and Trust Company, as Trustee, Seaboard Coast Line Railroad Company, as Guarantor, and Louisville and Nashville Railroad Company, as Lessee.

This Supplement amends the Series 14-B Equipment Trust Agreement Supplement dated as of August 1, 1981, previously filed with the Interstate Commerce Commission on September 2, 1981, at 12:40 p.m., Recordation No. 13136-C. The Supplement deletes certain equipment from the Series 14-B Equipment Trust as described therein.

Enclosed is a check for \$10 payable to the Interstate Commerce Commission for the recordation fee for the enclosed Supplement. Please file and record the Supplement submitted with this letter and assign it recordation number 13136-J.

RALPH L. McAFEE  
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PATRICIA GEOGHEGAN  
D. COLLIER KIRKHAM  
MICHAEL L. SCHLER

*we think this one is 13136-J but please check -*

*Mr. J. Good*

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the Supplement and this transmittal letter for your files. It is requested that the remaining counterpart of the document be delivered to the bearer of this letter.

Very truly yours,



Ann W. Wooten  
As Agent for Louisville  
and Nashville Railroad  
Company

Ms. Agatha E. Mergenovich, Secretary,  
Interstate Commerce Commission,  
12th Street and Constitution Avenue, N.W. (Room B213),  
Washington, D.C. 20423

Encls.

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RECORDATION NO. 13136-J Filed 1425

DEC 1 1982-19 10 AM  
INTERSTATE COMMERCE COMMISSION

FIRST SUPPLEMENT dated as of October 15, 1982 (the "Supplement"), to the SERIES 14-B EQUIPMENT TRUST AGREEMENT SUPPLEMENT dated as of August 1, 1981, among MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland corporation, Trustee (the "Trustee"), LOUISVILLE AND NASHVILLE RAILROAD COMPANY, a Kentucky corporation (the "Company"), and SEABOARD COAST LINE RAILROAD COMPANY, a Virginia corporation ("SCL").

W I T N E S S E T H :

WHEREAS the Company, SCL and the Trustee have entered into an Equipment Trust Agreement dated as of April 15, 1981 (the "Original Agreement"), providing for the issuance of one or more series of Trust Certificates;

WHEREAS the Company, SCL and the Trustee have entered into a Series 14-B Equipment Trust Agreement Supplement dated as of August 1, 1981 (the "Series 14-B Supplement"), filed and recorded with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on September 2, 1981, at 12:40 p.m., recordation number 13136-C, providing for the issuance thereunder of a series of trust certificates designated Louisville and Nashville Railroad Company Equipment Trust Certificates, Series 14-B (the "Series 14-B Certificates"), in an aggregate principal amount not exceeding \$20,000,000; and

WHEREAS the Company desires to supplement the Series 14-B Supplement in order to delete certain Trust Equipment from Exhibit B of the Series 14-B Supplement and to release such Trust Equipment from the Louisville and Nashville Railroad Company Equipment Trust, Series 14-B, on the date hereof, and the registered holder of 100% of the aggregate unpaid principal amount of the Series 14-B Certificates outstanding has consented to the execution and delivery of this Supplement.

NOW, THEREFORE, in consideration of the mutual covenants and promises contained herein and in the Original

Agreement and the Series 14-B Supplement, the parties hereto hereby agree as follows:

## ARTICLE I

### Definitions

All terms used in this Supplement which are defined in the Original Agreement or the Series 14-B Supplement shall, for all purposes of this Supplement, have the respective meanings given them in the Original Agreement or the Series 14-B Supplement, unless the context otherwise requires.

## ARTICLE II

### Supplement

Exhibit B to the Series 14-B Supplement is hereby restated in its entirety as set forth in Schedule I attached hereto, and on and after the date hereof the Trust Equipment set forth in Schedule I hereto shall constitute the Series 14-B Trust Equipment for all purposes of the Series 14-B Supplement. All Trust Equipment previously listed on Exhibit B to the Series 14-B Supplement and omitted from Schedule I hereto is hereby released from the Louisville and Nashville Railroad Company Equipment Trust, Series 14-B, and on and after the date hereof such Trust Equipment shall not be subject to the Louisville and Nashville Railroad Company Equipment Trust, Series 14-B, for any purpose, but the Trust Equipment set forth in Schedule II hereto shall be subject to the Louisville and Nashville Railroad Company Equipment Trust, Series 14-D, established by the Series 14-D Equipment Trust Agreement Supplement dated as of October 1, 1982, entered into by the Company, SCL and the Trustee, and the Trust Equipment set forth in Schedule III hereto shall be subject to the Louisville and Nashville Railroad Company Equipment Trust, Series 14-E, established by the Series 14-E Equipment Trust Agreement Supplement dated as of October 15, 1982, entered into by the Company, SCL and the Trustee.

## ARTICLE III

### Miscellaneous

This Supplement supplements the Original Agreement

and the Series 14-B Supplement and shall be a part of and subject to all the terms thereof and, except as supplemented hereby, all the terms and provisions of the Original Agreement and the Series 14-B Supplement, are hereby ratified and confirmed and shall continue in full force and effect.

This Supplement may be executed in several counterparts each of which shall be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee, the Company and SCL have caused these presents to be signed in their respective corporate names by their respective officers thereunto duly authorized and their corporate seals, duly attested, to be hereunto affixed as of the date first above written.

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Trustee,

[Corporate Seal]

by

Attest:

[Signature]  
Assistant Vice President

[Signature]  
Vice President

LOUISVILLE AND NASHVILLE RAILROAD COMPANY,

[Corporate Seal]

by

Attest:

[Signature]  
Assistant Secretary

[Signature]  
Senior Vice President-  
Finance

SEABOARD COAST LINE RAILROAD COMPANY,

[Corporate Seal]

by

Attest:

[Signature]  
Assistant Secretary

[Signature]  
Senior Vice President-  
Finance

STATE OF MARYLAND,)
) ss.:
CITY OF BALTIMORE,)

On this 29th day of November 1982 before me personally appeared G. J. Johnston, to me personally known, who being by me duly sworn, says that he is a 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. Conn
Notary Public

[Notarial Seal]

My Commission expires: 7-1-86

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

On this 24th day of November 1982 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 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.

Brenda S. Kelly
Notary Public

[Notarial Seal]

My commission expires: NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Oct 5, 1985
Bonded by American Fire & Casualty Company.



SCHEDULE I

EXHIBIT B

[Equipment Trust, Series 14-B]

<u>Quantity</u>	<u>Type</u>	<u>ARR Mechanical Designation</u>	<u>L&amp;N Road Nos. (both inclusive)</u>
19	100-ton 4,750 cu. ft. covered hopper cars	LO	242681-242699
94	100-ton coal hopper cars	HT	552016-552109

SCHEDULE II

[Equipment Trust, Series 14-D]

<u>Quantity</u>	<u>Type</u>	<u>ARR Mechanical Designation</u>	<u>L&amp;N Road Nos. (both inclusive)</u>
27	100-ton 4,750 cu. ft. covered hopper cars	LO	242600-242626
132	100-ton coal hopper cars	HT	551621-551752

SCHEDULE III

[Equipment Trust, Series 14-E]

<u>Quantity</u>	<u>Type</u>	ARR <u>Mechanical Designation</u>	<u>L&amp;N Road Nos. (both inclusive)</u>
54	100-ton 4,750 cu. ft. covered hopper cars	LO	242627-242680
263	100-ton coal hopper cars	HT	551753-552015

The undersigned registered holder of all of the Series 14-B Certificates hereby consents to the execution and delivery of the foregoing Supplement to the Series 14-B Supplement.

L&N INVESTMENT COMPANY,

by

*[Handwritten Signature]*

Dated as of October 15, 1982