

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

RALPH L. McAFEE
HENRY W. DEKOSMIAN
ALLEN F. MAULSBY
STEWART R. BROSS, JR.
HENRY P. RIORDAN
JOHN R. HUPPER
SAMUEL C. BUTLER
WILLIAM J. SCHRENK, JR.
BENJAMIN F. CRANE
JOHN F. HUNT
GEORGE J. GILLESPIE, III
RICHARD S. SIMMONS
WAYNE E. CHAPMAN
THOMAS D. BARR
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
JAMES H. DUFFY
ALAN J. HRUSKA
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JAMES M. EDWARDS
DAVID G. ORMSBY
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RICHARD J. HIEGEL
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ROBERT S. RIFKIND

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JOSEPH R. SAHID
PAUL C. SAUNDERS
MARTIN L. SENZEL
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
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MAX R. SHULMAN
WILLIAM P. DICKEY
STUART W. GOLD
JOHN W. WHITE
JOHN E. BEERBOWER
EVAN R. CHESLER
PATRICIA GEOGHEGAN
D. COLLIER KIRKHAM
MICHAEL L. SCHLER

COUNSEL
MAURICE T. MOORE
FRANCIS F. RANDOLPH, JR.

TELEPHONE
212 422-3000

TELEX
RCA 233663
WUD 125547
WUI 620976

CABLE ADDRESSES
CRAVATH, N. Y.
CRAVATH, LONDON E. C. 2

MONEY LANE, CHEAPSIDE
LONDON EC2V 6BT, ENGLAND
TELEPHONE: 1-606-1421

TELEX: 8814901
RAPIFAX/INFOTEC:
1-606-1425

2-335 A066

RECORDATION NO. 13135-L Filed 1425

No. DEC 1 1982 DEC 1 1982-11 50 AM

Date

Fee \$ 10.00 INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

December 1, 1982

Seaboard Coast Line Railroad Company
Seaboard Coast Line Railroad Equipment Trusts, No. 16
First Supplement to Series 16-B Supplement

RECEIVED
DEC 1 10 44 AM '82
FEE OPERATION BR.

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 Seaboard Coast Line Railroad Company counterparts of the following document:

First Supplement dated as of October 15, 1982, to the Series 16-B Equipment Trust Agreement Supplement between Mercantile-Safe Deposit and Trust Company, as Trustee, and Seaboard Coast Line Railroad Company, as Lessee.

This Supplement amends the Series 16-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. 13135-C. The Supplement deletes certain equipment from the Series 16-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 13135-L.

We think this is 13135-L

best check please

Quoted by Mr. J. Bond

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 counterparts of the document be delivered to the bearer of this letter.

Very truly yours,



Ann W. Wooten
As Agent for Seaboard
Coast Line Railroad
Company

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

Encls.

3A

13135-L

RECORDATION NO. 13135-8 PAGE 1425

DEC 1 1982 10 50 AM

INTERSTATE COMMERCE COMMISSION

FIRST SUPPLEMENT dated as of October 15, 1982 (the "Supplement"), to the SERIES 16-B EQUIPMENT TRUST AGREEMENT SUPPLEMENT dated as of August 1, 1981, between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a Maryland Corporation, Trustee (the "Trustee"), and SEABOARD COAST LINE RAILROAD COMPANY, a Virginia corporation (the "Company").

W I T N E S S E T H :

WHEREAS the Company 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 and the Trustee have entered into a Series 16-B Equipment Trust Agreement Supplement dated as of August 1, 1981 (the "Series 16-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 13135-C, providing for the issuance thereunder of a second series of trust certificates designated Seaboard Coast Line Railroad Equipment Trust Certificates, No. 16-B (the "Series 16-B Certificates") in an aggregate principal amount not exceeding \$20,000,000; and

WHEREAS the Company desires to supplement the Series 16-B Supplement in order to delete certain Trust Equipment from Exhibit B of the Series 16-B Supplement and to release such Trust Equipment from Seaboard Coast Line Railroad Equipment Trust, No. 16-B, and the registered holder of 100% of the aggregate unpaid principal amount of the Series 16-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 in the Series 16-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 16-B

Supplement shall, for all purposes of this Supplement, have the respective meanings given them in the Original Agreement or the Series 16-B Supplement, unless the context otherwise requires.

ARTICLE II

Supplement

Exhibit B to the Series 16-B Supplement is hereby amended and 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 16-B Trust Equipment for all purposes of the Series 16-B Supplement. All Trust Equipment previously listed on Exhibit B to the Series 16-B Supplement and omitted from Schedule I hereto is hereby released from the Seaboard Coast Line Railroad Equipment Trust, No. 16-B, and on and after the date hereof such Trust Equipment shall not be subject to the Seaboard Coast Line Railroad Equipment Trust, No. 16-B, for any purpose, but the Trust Equipment set forth in Schedule II hereto shall be subject to the Seaboard Coast Line Railroad Equipment Trust, No. 16-E, established by the Series 16-E Equipment Trust Agreement Supplement dated as of October 1, 1982, entered into by the Company and the Trustee, and the Trust Equipment set forth in Schedule III hereto shall be subject to the Seaboard Coast Line Railroad Equipment Trust, No. 16-F, established by the Series 16-F Equipment Trust Agreement Supplement dated as of October 15, 1982, entered into by the Company and the Trustee.

ARTICLE III

Miscellaneous

This Supplement supplements the Original Agreement and the Series 16-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 16-B Supplement, are hereby ratified and confirmed and shall continue in full force and effect.

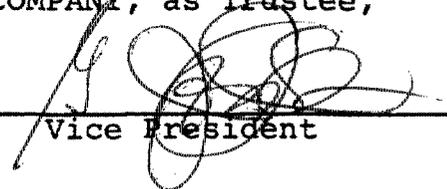
This Supplement may be executed in several counterparts each of which shall be deemed to be an

original, and all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Trustee and the Company 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.

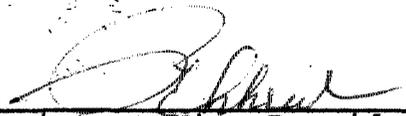
MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Trustee,

by


Vice President

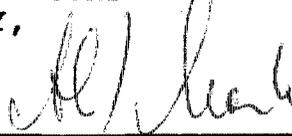
[Corporate Seal]

Attest:


Assistant Vice President

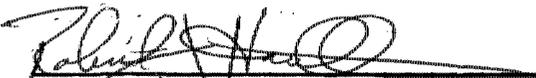
SEABOARD COAST LINE RAILROAD COMPANY,

by


Senior Vice President-Finance

[Corporate Seal]

Attest:


Assistant Secretary

SCHEDULE I

EXHIBIT B

[Equipment Trust, No. 16-B]

<u>Quantity</u>	<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>SCL Road Nos. (both inclusive)</u>
37	100-ton 60 ft. 9 in. CUF box cars	XL	95713-95749
46	100-ton 7,000 cu. ft. wood chip hopper cars	HTS	196666-196711

SCHEDULE II

[Equipment Trust, No. 16-E]

<u>Quantity</u>	<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>SCL Road Nos. (both inclusive)</u>
55	100-ton 60 ft. 9 in. CUF box cars	XL	95550-95604
63	100-ton 7,000 cu. ft. wood chip hopper cars	HTS	196475-196537

SCHEDULE III

[Equipment Trust, No. 16-F]

<u>Quantity</u>	<u>Type</u>	<u>AAR Mechanical Designation</u>	<u>SCL Road Nos. (both inclusive)</u>
108	100-ton 60 ft. 9 in. CUF box cars	XL	95605-95712
128	100-ton 7,000 cu. ft. wood chip hopper cars	HTS	196538-196665

The undersigned registered holder of all of the Series 16-B Certificates hereby consents to the execution and delivery of the foregoing Supplement to the Series 16-B Supplement.

THE ATLANTIC LAND AND
IMPROVEMENT COMPANY,

by

Al/ Leah

Dated as of October 15, 1982