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INTERSTATE COMMERCE COMMISSION
SEABOARD COAST LINE RAILROAD COMPANY

Law Department
3600 West Broad Street
Richmond, Virginia 23230

EDWARD C. TANNEN
ASSISTANT GENERAL ATTORNEY

No. 0-308 A04.7
Date NOV 3 1980
Fee \$ 10.00
ICC Washington, D. C.

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

October 30, 1980
103627
105824

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

Dear Mrs. Mergenovich:

I am enclosing for filing and recordation under the provisions of 49 U.S.C. § 11303 counterparts Nos. 1 through 4 of a First Supplemental Agreement dated as of October 1, 1980, to Seaboard Coast Line Railroad Equipment Trust Agreement, No. 11, dated as of July 16, 1973, filed with the Commission for recordation on July 13, 1973, at 9:30 a.m., and bearing Recordation No. 7103. Counterpart No. 2 may be treated as the original and the others as counterparts thereof.

1. Names and addresses of the parties to the First Supplemental Agreement

(a) Trustee and Lessor - Mercantile-Safe Deposit and Trust Company, Baltimore, Maryland 21203

(b) Lessee and Guarantor - Seaboard Coast Line Railroad Company, Richmond, Virginia 23261

2. Description of equipment covered by First Supplemental Agreement

Identifying marks

"SEABOARD COAST LINE RAILROAD EQUIPMENT TRUST,
NO. 11 - MERCANTILE-SAFE DEPOSIT AND TRUST
COMPANY, BALTIMORE, MARYLAND, TRUSTEE, OWNER,
LESSOR"

<u>General Description</u>	<u>Type of Equipment</u>	<u>A.A.R.Mech. Designation</u>	<u>No.</u>	<u>SCL Road Numbers</u>
Coil steel cars	100-ton	FMS	6	109048-109053, inclusive

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

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COUNTY OF 4 OF
4 COUNTY PARTS.

INTERSTATE COMMERCE COMMISSION

THE FIRST SUPPLEMENTAL AGREEMENT, dated as of October 1, 1980, between MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, a corporation of Maryland (hereinafter called the Trustee), and SEABOARD COAST LINE RAILROAD COMPANY, a corporation of Virginia (hereinafter sometimes called the Company), supplementing, modifying and amending that certain Agreement (hereinafter called the Agreement), dated as of July 16, 1973, between Trustee and Company;

W I T N E S S E T H:

THAT WHEREAS, the Agreement created the Seaboard Coast Line Railroad Equipment Trust, No. 11, under which the equipment described in Article III of the Agreement was sold, assigned, transferred and set over by the Company to the Trustee and leased by the Trustee to the Company; and

WHEREAS, the said Article III provides for other equipment procured for the transportation services of the Company to be purchased or constructed for the Company and transferred to the Trustee in addition to or in substitution for any of the equipment specifically described therein, such other equipment to be included as part of the trust equipment and subject to all the terms and conditions of the Agreement pursuant to Article IV thereof; and

WHEREAS, it has been deemed desirable to procure and include in the Trust other equipment, all of the right, title and interest under the contract entered into by the Company for the construction thereof having been assigned by the Company to the Trustee, and which equipment heretofore has been assigned by the Company to the Trustee for substitution under the Trust; and

WHEREAS, the Company has been duly authorized by resolutions adopted by its Board of Directors to execute and carry out this Supplemental Agreement;

NOW, THEREFORE, in consideration of the covenants herein and the further sum of One Dollar (\$1.00) to it paid by the Company, at and before the sealing and delivery of these presents, the receipt of which is hereby acknowledged, the Trustee has let and leased and does hereby let and lease to the Company for the term of fifteen (15) years from and after July 16, 1973, unless sooner terminated as provided in the Agreement, the following described other equipment constituting a part of the Trust Equipment of Seaboard Coast Line Railroad Equipment Trust, No. 11, to wit:

Six (6) coil steel cars bearing road
Nos. SCL 109048-109053, inclusive

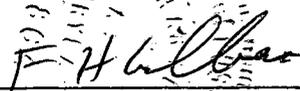
The Company hereby certifies to the Trustee that the estimated total cost of the above-described other equipment is not less than Three Hundred One Thousand Three Hundred Two Dollars (\$301,302.00), that such equipment is standard gauge railroad equipment (other than passenger or work equipment), that the class, type, material and construction of equipment are approved by the Company, and that such equipment is to be purchased by the Trustee free from any liens.

As and when the above-described other equipment shall be transferred, sold, assigned, or set over and delivered to the Trustee under the Agreement and marked in accordance with the provisions of said Article IV, the same shall be delivered to the Company and shall, upon such delivery to the Company, ipso facto, and without further instrument of lease or transfer, pass under and become subject to all the terms and provisions of the Agreement and be deemed a portion of the Trust Equipment leased to the Company under the Agreement as provided in said Article IV.

In order to facilitate the filing and recording of this Supplemental Agreement in accordance with Article VI of the Agreement, the same may be simultaneously executed in several counterparts, each of which so executed shall be deemed to be an original and all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto, acting in accordance with the terms and conditions of the Agreement, have caused these presents to be duly executed as of the day and year first above written.

Attest:


Corporate Trust Officer

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, Trustee

By

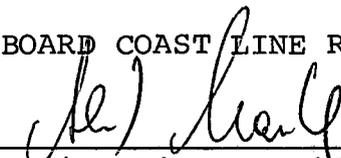

Assistant Vice President

Attest:


Assistant Secretary

SEABOARD COAST LINE RAILROAD COMPANY

By


Senior Vice President-Finance

STATE OF MARYLAND)
) ss
CITY OF BALTIMORE)

On this *23rd* day of *October*, 19*80*, before me personally appeared *R. E. Schreiber*, to me personally known, who, being by me duly sworn, says that he is 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. Shlow

Notary Public

(SEAL)
My term expires *7/1/82*

STATE OF FLORIDA)
) ss
COUNTY OF DUVAL)

On this *5th* day of *October*, 19*80*, 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.

Elizabeth B. Carter

Notary Public

(SEAL)
My term expires *6/22/81*, 1981