

THIS SUPPLEMENTAL INDENTURE, dated as of July 1, 1967, by and between **SEABOARD COAST LINE RAILROAD COMPANY** (formerly Seaboard Air Line Railroad Company), a corporation created and existing under the laws of the State of Virginia (hereinafter called "Seaboard Coast Line"), party of the first part, and **UNITED STATES TRUST COMPANY OF NEW YORK**, a corporation organized and existing under the laws of the State of New York, and **ROGER L. MAIN**, of Duval County, Florida, as Trustees, parties of the second part, (hereinafter called "Trustees").

WITNESSETH:

WHEREAS, on July 1, 1967, the former Atlantic Coast Line Railroad Company, a Virginia corporation (hereinafter called "Coast Line"), was merged with and into the Seaboard Air Line Railroad Company, which thereupon changed its name to Seaboard Coast Line Railroad Company;

WHEREAS, Coast Line had theretofore made, executed and delivered to the Trustees its First (formerly General) Mortgage, dated March 1, 1950, to which it made, executed and delivered a Supplemental Indenture, dated March 1, 1950, a Second Supplemental Indenture, dated as of June 30, 1952, a Third Supplemental Indenture, dated July 1, 1952, a Fourth Supplemental Indenture, dated August 1, 1952, a Fifth Supplemental Indenture, dated March 1, 1955, a Modification Indenture, dated September 16, 1957, to the Fourth Supplemental Indenture, a Sixth Supplemental Indenture, dated July 1, 1963, a Seventh Supplemental Indenture, dated October 1, 1963, and a Modification Indenture, dated as of June 15, 1967, to the First, Second, Third and Fifth Supplemental Indentures (the First Mortgage as so supplemented and amended being hereinafter called the "Mortgage");

WHEREAS, there are now outstanding under the Mortgage
\$20,169,000 principal amount of Series A 4% Bonds, due March 1, 1980,
14,698,000 principal amount of Series B 4¼% Bonds, due June 30, 1972,
13,117,000 principal amount of Series C 4¼% Bonds, due July 1, 1972,
11,681,000 principal amount of Series D 3½% Bonds, due March 1, 1980,
26,914,000 principal amount of Series E 4.95% Bonds, due July 1, 1988,
((\$575,000 principal amount of which are pledged under the
Georgia Railroad lease), and
18,780,000 principal amount of Series F 4¾% Bonds, due October 1, 1988;