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WHEREAS, there also are nominally issued under the Mortgage and held in the treasury of Seaboard Coast Line, or pledged as collateral for certain bank loans, \$32,706,000 principal amount of Series X 5% Bonds, due August 1, 2002;

WHEREAS, under the Mortgage, it is necessary for the parties hereto to evidence the succession and assumption of the covenants and obligations of Coast Line thereunder by Seaboard Coast Line by a Supplemental Indenture to the Mortgage; and

WHEREAS, the Seaboard Coast Line has by proper corporate action authorized the making, execution and delivery of this Supplemental Indenture;

NOW, THEREFORE, in consideration of the premises and of the sum of Ten Dollars (\$10.00) paid by the Trustees to the Seaboard Coast Line, receipt whereof is hereby acknowledged, the parties do hereby covenant for the common and equal use, benefit and security of all and singular the person or persons, firm or firms, body or bodies politic and corporate, who shall from time to time be bearers or registered holders of the Bonds, or bearers of any of the coupons thereto appertaining, as their respective interests may appear, as follows:

#### ARTICLE ONE.

The Seaboard Coast Line hereby assumes the due and punctual payment of the principal of and interest on all of the Bonds issued and to be issued under the Mortgage according to their tenor and purport and the due and punctual performance and observance of all of the covenants, terms and conditions of the Mortgage to be kept, observed and performed by the Coast Line, so that in accordance with Article Twelve, Section 12.04, of the Mortgage the Seaboard Coast Line shall succeed to and be substituted for the Coast Line with the same force and effect as if the Seaboard Coast Line had been named in and had executed the Mortgage as the party of the first part thereto, and shall have and possess and may exercise, subject to the terms and conditions of the Mortgage, each and every power, authority and right therein reserved to or conferred upon the Coast Line.

The Seaboard Coast Line covenants to keep the trust estate, so far as practicable, readily identifiable.