

THIS INDENTURE between LOUISVILLE AND NASHVILLE RAILROAD COMPANY, a Kentucky corporation hereinafter called "Railroad", and HEART OF DIXIE RAILROAD CLUB, an Alabama non-profit corporation, hereinafter called "Club".

WITNESSETH: THAT,

WHEREAS, the Railroad and Club have entered into an agreement, concerning the conveyance by the Railroad to the Club, of a portion of the Railroad's right of way located in Shelby County, Alabama, and known as a portion of the Columbiana Branch and a portion of the right of way from Calera to Shelby, Alabama, and

WHEREAS, the Railroad has conveyed to the Club, the right of ways, bridges, culverts, trestles, buildings and all other facilities, structures and improvements now existing on or upon the lands and right of ways, excluding all railroad tracks and track appurtenances, and

WHEREAS, as a condition to the conveyance of the right of ways by the Railroad to the Club, the Club agreed to accept the transfer or assignment of any contract and easement encroachments on the right of ways therein conveyed.

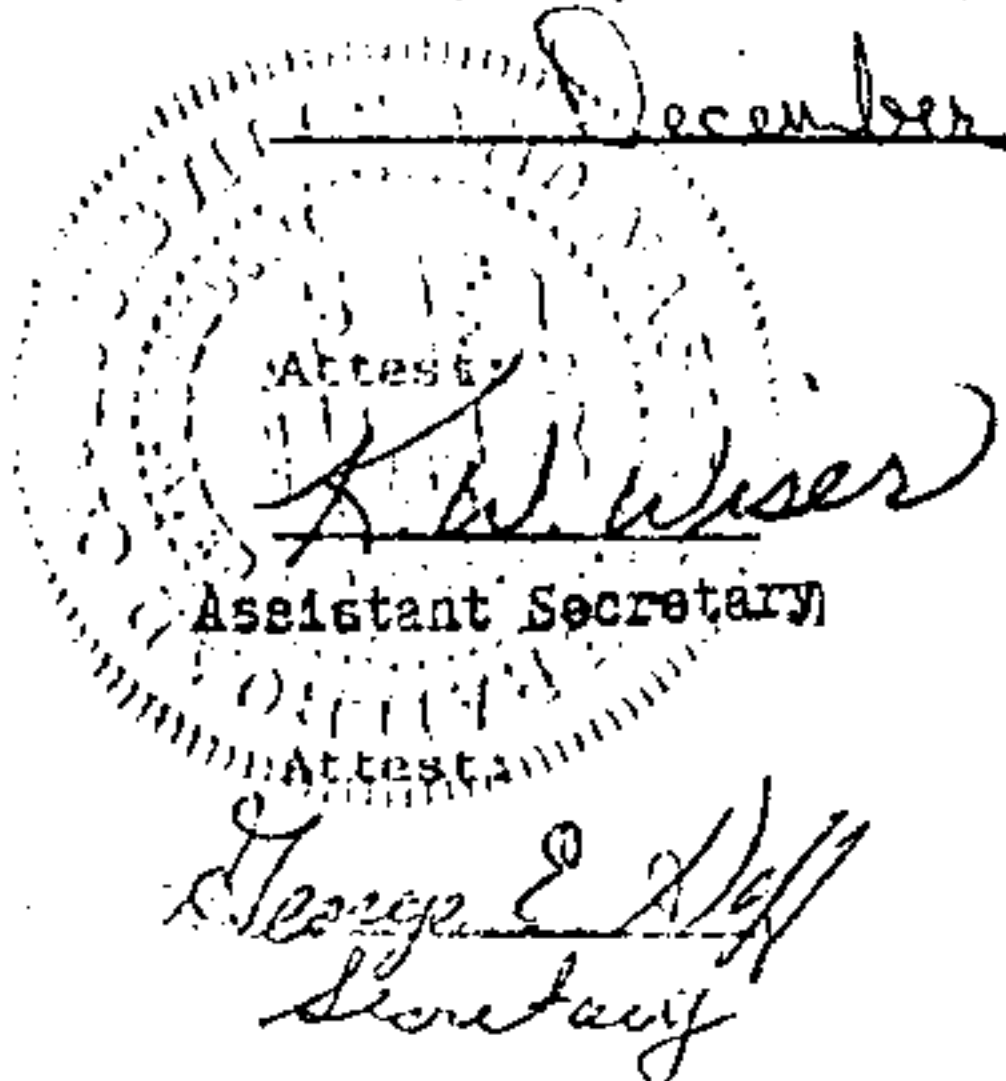
NOW, THEREFORE, the Louisville and Nashville Railroad Company does hereby transfer and assign to the HEART OF DIXIE RAILROAD CLUB, all contracts that encroach across, on or along the right of way heretofore conveyed to the Club, said contracts listed on the attached Exhibit "A".

By acceptance of this instrument, the Club accepts the assignment of all rights and obligates itself to discharge all duties of the Railroad under those contracts as listed on the attached Exhibit "A", and will save harmless the Railroad from all claims arising from any failure of the club to so discharge such duties.

U. Wayne Cassey

IN WITNESS WHEREOF, the parties hereto have caused these pre-
sents to be signed by their duly authorized officers and their corporate
seals, duly attested, to be hereunto affixed, this 14th day of
December, 1981.

LOUISVILLE AND NASHVILLE RAILROAD COMPANY



By K. C. Dufford
VICE PRESIDENT-OPERATIONS
HEART OF DIXIE RAILROAD CLUB

By M. A. Boone
President

STATE OF KENTUCKY

JEFFERSON COUNTY

I, Michael F. Hutchins, a Notary Public in and for
said County in said State, hereby certify that K. C. Dufford
and K. W. Wiser, whose names as Vice President Operations and
Assistant Secretary, respectively, of the Louisville and Nashville
Railroad Company, a corporation, are signed to the foregoing instrument,
and who are known to me, acknowledged before me on this day, that being
informed of the contents of the instrument, they, as such officers and
with full authority, executed the same voluntarily for and as the act of
said corporation.

My commission expires October 19, 1984.

Given under my hand and seal of office, this 14th day of

December, 19 81.

Michael F. Hutchins
Notary Public, Jefferson County, Kentucky

43 PAGE 964

BOOK

STATE OF ALABAMA

JEFFERSON COUNTY

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that W. A. Bone and George E. NAFF, whose names as President and Secretary, respectively, of the Heart of Dixie Railroad Company, a corporation, are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day, that being informed of the contents of the instrument, they, as such officers and with full authority, executed the same voluntarily for and as the act of said corporation.

My commission expires My Commission Expires November 15, 1934.

Given under my hand and seal of office, this 28th day of

January, 1982.

Donna Hinder
Notary Public, Jefferson County, Kentucky Alabama

BOOK 43 PAGE 965

EXHIBIT "A"

Contracts Encroaching On Or Along The Right Of Way Conveyed
To The Heart Of Dixie Railroad Club By The
Louisville And Nashville Railroad Company

(Valuation Station 54, Maps 1-6)

| <u>Contract No.</u> | <u>Date</u> | <u>Lessee</u> | <u>Purpose</u> |
|---------------------|-------------|----------------------|----------------------------|
| 37950 | 1-4-50 | Alabama Power Co. | Wire crossing. |
| 50394 | | C. N. Self | Fence. |
| 38001 | | Charles L. Harper | Private road crossing. |
| 21436 | 3-7-24 | Ala. Power Co. | Wire crossing. |
| 38782 | 11-16-50 | Ala. Power Co. | Wire crossing. |
| 12663 | 4-1-12 | Shelby Iron Co. | Bridge on right of way. |
| 36002 | 9-20-47 | Ray E. Loper | Loading ramp. |
| Deed AM #1 | 9-3-71 | Shelby County, Ala. | Parcel 1 Highway easement. |
| 8599 | 3-13-06 | C. L. Horton | Platform. |
| 40159 | 10-16-52 | Alabama Power Co. | Wire crossing. |
| 26942 | 3-13-59 | Sou. Bell Tel & Tel. | Wire crossing. |
| 42330 | 1-11-55 | Rudolph C. Goodwin | Fence. |
| Deed AM #1 | 9-3-71 | Shelby County, Ala. | Parcel 2 Highway esement. |
| 26942 | 4-2-59 | Sou. Bell Tel & Tel | Wire crossing. |
| 26942 | 4-7-67 | Sou. Bell Tel & Tel | Wire crossing. |
| 26942 | 6-29-73 | Sou. Bell Tel & Tel | Wire crossing. |
| 37951 | 6-22-56 | Sou. Bell Tel & Tel | Wire crossing. |

| | | | |
|------------|----------|--|------------------------------|
| 26942 | 6-29-73 | Sou. Bell Tel & Tel | Wire crossing. |
| 38783 | 12-13-50 | Alabama Power Co. | Wire crossing. |
| 26942 | 6-29-73 | Sou. Bell Tel & Tel | Wire crossing. |
| 26942 | 4-7-67 | Sou. Bell Tel & Tel | Wire crossing. |
| 25143 | 6-6-30 | Alabama Power Co. | Wire crossing. |
| 56706 | | Water Works Board, City of Columbiana Ala. | Pipe crossing. |
| 26942 | 8-22-51 | Sou. Bell Tel & Tel | Wire crossing. |
| 26942 | 8-22-51 | Sou. Bell Tel & Tel | Wire crossing. |
| 26942 | 8-22-51 | Sou. Bell Tel & Tel | Wire crossing. |
| 53768 | | Carpenter, Inc. | Prv. Road cross |
| 26942 | 6-29-73 | Sou. Bell Tel & Tel | Wire crossing. |
| 25142 | 1-6-30 | Alabama Power Co. | Wire crossing. |
| 28743 | 6-6-46 | R.E. Loper Lbr. Co. | Ramp. |
| 26942 | | Sou. Bell Tel & Tel | Wire crossing. |
| 26942 | 4-7-67 | Sou. Bell Tel & Tel | Wire crossing. |
| 28764 | | Alabama Power Co. | Wire crossing. |
| Deed AM #9 | 6-7-51 | Shelby County, Ala. | Highway easeme |
| 26942 | 6-29-73 | Sou. Bell Tel & Tel | Wire crossing. |
| Deed AM #1 | 9-3-71 | Shelby County, Ala. | Parcel #3. Highway easeme |

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1982 FEB 11 AM 10:17

Thomas A. Shanderson, Jr.
JUDGE OF PROBATE

Rec. 758
Incl. 100
8.50