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**LOUISVILLE AND NASHVILLE RAILROAD COMPANY**

**TO**

**UNITED STATES TRUST COMPANY OF NEW YORK,  
Trustee**

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**INDENTURE**

**Dated as of May 1, 1993**

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**SUPPLEMENTAL TO  
FIRST AND REFUNDING MORTGAGE**

**Dated August 1, 1921,**

**and**

**SUPPLEMENTAL INDENTURES THERETO**

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**Assumption of covenants and  
conditions of Indenture**

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**Inst # 1993-27280**

**09/07/1993-27280  
03:07 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
007 MCD 24.50**

THIS SUPPLEMENTAL INDENTURE dated as of the 1st day of June, 1993, by and between CSX TRANSPORTATION, INC., a Virginia corporation (hereinafter called "CSXT"), successor by merger and subsequent name changes from Seaboard Coast Line Railroad Company and Seaboard System Railroad, Inc., to Louisville and Nashville Railroad Company, party of the first part, and UNITED STATES TRUST COMPANY OF NEW YORK, a New York corporation, having its principal office and place of business in the Borough of Manhattan, in the City, County and State of New York (hereinafter called the "Trustee"), party of the second part,

WITNESSETH THAT:

WHEREAS, Louisville and Nashville Railroad Company (hereinafter called "L&N"), a Kentucky corporation, executed its First and Refunding Mortgage dated August 1, 1921, recorded in the jurisdictions listed on Schedule 1 attached hereto, to the Trustee and has from time to time executed various indentures supplemental thereto (as supplemented, the "Mortgage"); and

WHEREAS, on December 29, 1982, Articles of Merger of L&N and Seaboard Coast Line Railroad Company, were filed with the State Corporation Commission of the Commonwealth of Virginia pursuant to which L&N was merged into Seaboard Coast Line Railroad Company; and

WHEREAS, on December 29, 1982, a Certificate of Name Change was filed with the State Corporation Commission of the Commonwealth of Virginia pursuant to which Seaboard Coast Line Railroad Company changed its name to Seaboard System Railroad, Inc.; and

WHEREAS, on July 1, 1986, a Certificate of Name Change was filed with the State Corporation Commission of the Commonwealth of Virginia pursuant to which Seaboard System Railroad, Inc. changed its name to CSX Transportation, Inc.; and

WHEREAS, in accordance with Section 2 of Article 15 of the Mortgage, CSXT desires to confirm to the Trustee that it has assumed the obligations of the mortgagor under the Mortgage.

NOW, THEREFORE, in consideration of the premises and in fulfillment of its obligations under the Mortgage, CSXT, in accordance with the provisions of Section 2 of Article 15 of the Mortgage, does hereby assume the due and punctual payment of the principal and interest of all of the Refunding Mortgage Bonds, as defined in the Mortgage, issued under and secured by the Mortgage, and the performance of all the covenants and conditions of the Mortgage, in each case to the same extent that L&N would have been obligated under such Refunding Mortgage Bonds and such covenants and conditions had the merger and name changes referred to above never occurred.

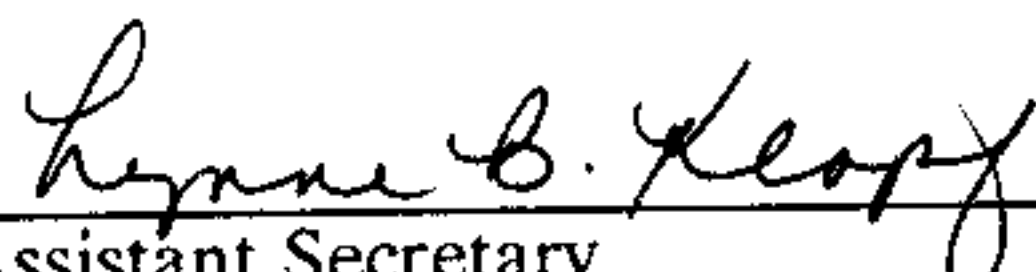
IN WITNESS WHEREOF, each of the parties hereto have caused this Supplement to be signed by its duly authorized officer or agent and its corporate seal to be hereunto affixed and attested to by its Secretary as of the date first written above.

CSX TRANSPORTATION, INC.

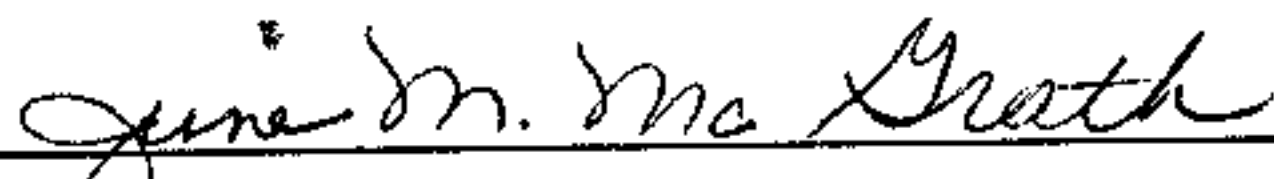
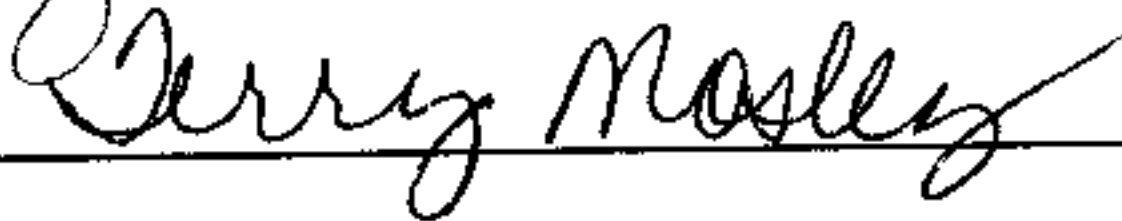
By   
Its: Vice-President

(Corporate Seal)

ATTEST:

  
Assistant Secretary

Signed, sealed and delivered by  
CSX Transportation, Inc. in the  
presence of:

UNITED STATES TRUST COMPANY  
OF NEW YORK

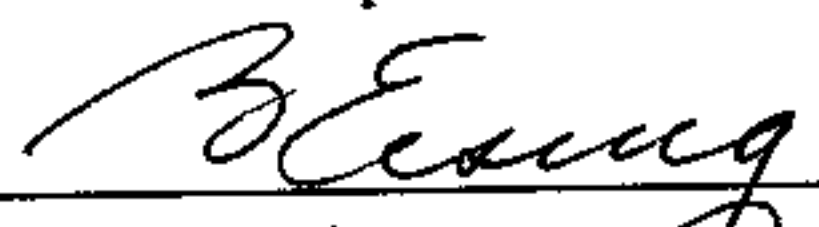

By   
Its: Vice-President

(Corporate Seal)

ATTEST:

  
Assistant Vice President

Signed, sealed and delivered by  
United State Trust Company of  
New York in the presence of:

STATE OF FLORIDA       )  
                                  ) SS  
COUNTY OF DUVAL       )

I, Howard Michael Lee, a Notary Public for the State and County aforesaid, duly commissioned, sworn and qualified as such, and duly authorized to take and certify acknowledgements and proofs of deeds and conveyances of lands, tenements and hereditaments in and for said County, hereby certify that on this 21st day of June, 1993, personally came and appeared before me in said State and County, Patricia J. Aftoora, Vice-President of CSX Transportation, Inc., a corporation named in the foregoing instrument, and Lynne B. Klopff, Assistant Secretary of said corporation, residing, respectively, at 1211 Creekview Way, Ponte Vedra Beach, FL 32082 and 2023 Palmetto Point Drive, Ponte Vedra Beach, FL 32082, both of whom are personally known to me, and who, I know, hold the above-mentioned respective offices in said corporation and are the persons whose names are signed to the foregoing instrument of writing, bearing date as of the first day of June, 1993, that thereupon they produced to me in said State and County said written instrument, and both of them, in their said respective official capacities as above set forth in my presence, and in the presence of the attesting witnesses hereinafter mentioned, executed and delivered said instrument by subscribing their names in their own proper handwriting and by affixing the corporate seal of said corporation thereto, and duly acknowledged the same before me to be the act and deed of said CSX Transportation, Inc., and that they, being duly informed of the contents of said instrument, acknowledged and declared it, and their execution thereof, to be the free and voluntary act and deed of said CSX Transportation, Inc., and of themselves in their said respective official capacities, and that all these things were done voluntarily and under full authority for the uses and purposes therein contained and set forth.

I further certify that said Patricia J. Aftoora and said Lynne B. Klopff, severally then and there declared on oath that they were respectively a Vice-President and an Assistant Secretary of said CSX Transportation, Inc.; that it was and is a corporation duly created and existing under the laws of the Commonwealth of Virginia; that they knew the true common and corporate seal of said corporation; that the seal affixed to the foregoing instrument was and is the true common and corporate seal of said corporation; that said Patricia J. Aftoora and said Lynne B. Klopff being duly authorized so to do, subscribed their names in their own proper handwriting and affixed said seal thereto, and that said instrument was executed and acknowledged by said corporation, all by order of its Board of Directors; and that said instrument is the act and deed of said CSX Transportation, Inc.

I further certify that said instrument was duly signed, sealed, delivered and acknowledged, as hereinabove set forth, in the presence of June M. McGrath and Terry Mosley who then and there respectively subscribed their names to the same as attesting witnesses, and who, having been by me duly sworn, stated that each of them was of full age, that they saw said seal of said CSX Transportation, Inc., affixed to said instrument by said Lynne B. Klopff, its Assistant Secretary, and that they also saw said Patricia J. Aftoora, Vice-President, and said Lynne B. Klopff, Assistant Secretary, of CSX Transportation, Inc., sign, attest, deliver and acknowledge to me to be the act and deed of said CSX Transportation, Inc., and that they witnessed said execution, delivery and acknowledgment thereof by signing their names thereto as attesting witnesses at the instance and in the presence of said Patricia J. Aftoora and said Lynne B. Klopff, and in the presence of each other and in my presence; and said attesting witnesses have affixed their signatures to this certificate (at the left of my own signature) for the purpose of confirming the same so far as it relates to them.



Subscribed, sworn to and acknowledged before me and given under my hand and official seal, in witness whereof I have hereunto signed my name and affixed my seal of office this 21st of June, 1993.

James M. Mc Gath  
Gerry Mosley  
(Notarial Seal)

Howard Michael Lee  
Notary Public  
State of Florida

My commission expires July 28, 1995

HOWARD MICHAEL LEE  
NOTARY PUBLIC, STATE OF FLORIDA  
My Commission Expires July 28, 1995  
Commission No CC131234

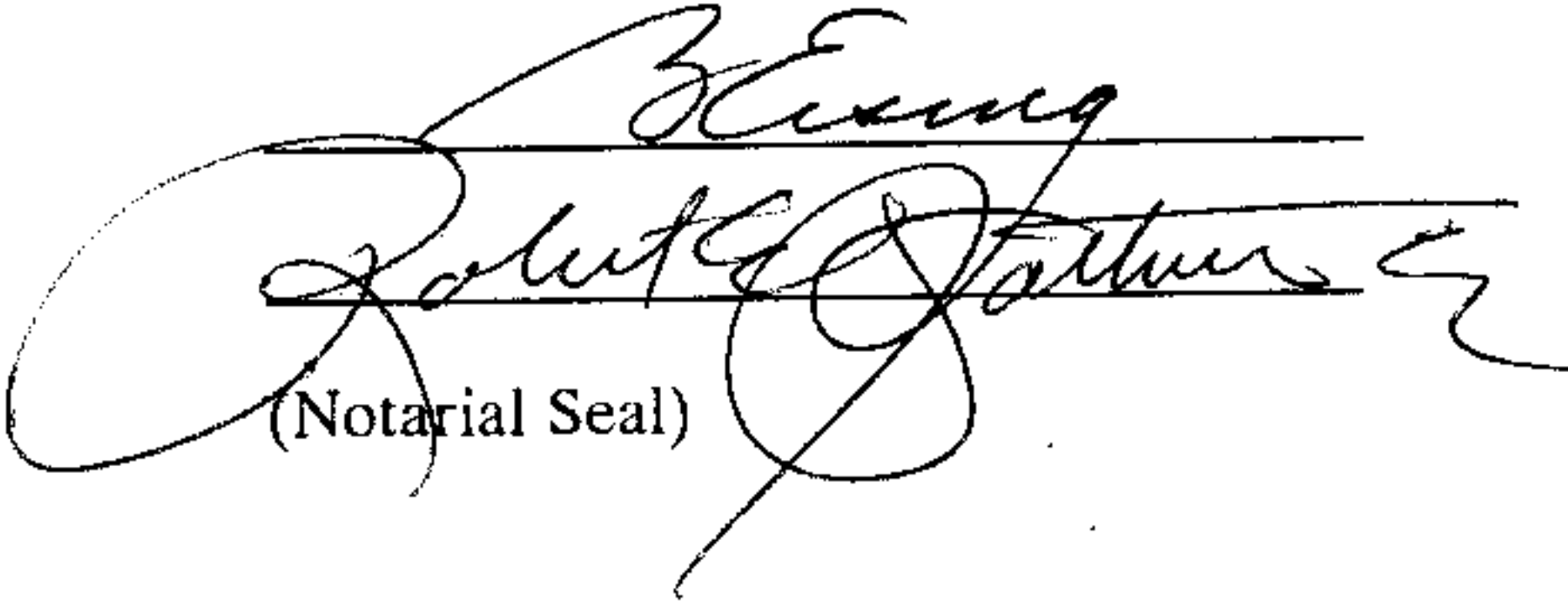
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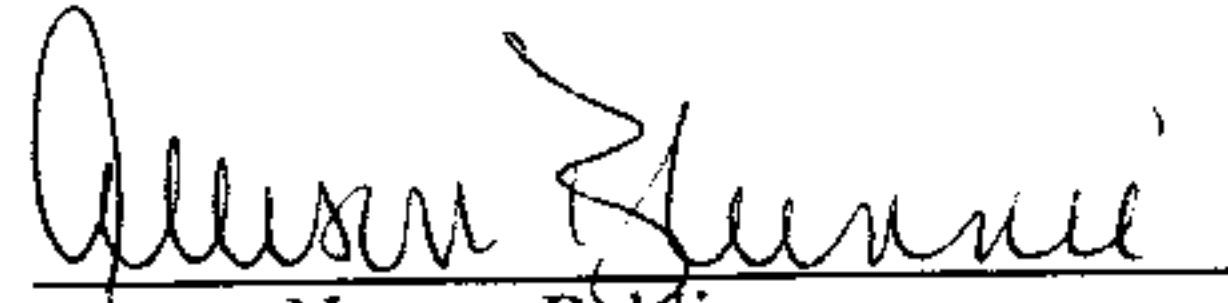
I, ALLISON BLUNNIE, a Notary Public for the State and County aforesaid, duly commissioned, sworn and qualified as such, and duly authorized to take and certify acknowledgements and proofs of deeds and conveyances of lands, tenements and hereditaments in and for said County, hereby certify that on this 15TH day of July, 1993, personally came and appeared before me in said State and County, James E. Logan, a Vice-President of United States Trust Company of New York, a corporation named in the foregoing instrument, and Cynthia Chaney, Assistant Vice-President of said corporation, residing, respectively, at 310 Lenox Road, Brooklyn, NY 11266 and 807 East 45th Street, Brooklyn, NY 11203, to me personally known, both of whom are personally known to me, and who, I know, hold the above-mentioned respective offices in said corporation and are the persons whose names are signed to the foregoing instrument of writing, bearing date as of the first day of June, 1993, that thereupon they produced to me in said State and County said written instrument, and both of them, in their said respective official capacities as above set forth in my presence, and in the presence of the attesting witnesses hereinafter mentioned, executed and delivered said instrument by subscribing their names in their own proper handwriting and by affixing the corporate seal of said corporation thereto, and duly acknowledged the same before me to be the act and deed of said United States Trust Company of New York; and that they, being duly informed of the contents of said instrument, acknowledged and declared it, and their execution thereof, to be the free and voluntary act and deed of said United States Trust Company of New York, and of themselves in their said respective official capacities, and that all these things were done voluntarily and under full authority for the uses and purposes therein contained and set forth.

I further certify that said James E. Logan and said Cynthia Chaney, severally then and there declared on oath that they were respectively a Vice-President and an Assistant Vice-President of said United States Trust Company of New York; that it was and is a corporation duly created and existing under the laws of the State of New York; that they knew the true common and corporate seal of said corporation; that the seal affixed to the foregoing instrument was and is the true common and corporate seal of said corporation; that said James E. Logan and said Cynthia Chaney, being duly authorized so to do, subscribed their names in their own proper handwriting and affixed said seal thereto, and that said instrument was executed and acknowledged by said corporation, all by order of its Board of Trustees; and that said instrument is the act and deed of said United States Trust Company of New York.

I further certify that said instrument was duly signed, sealed, delivered and acknowledged, as hereinabove set forth, in the presence of William Eising and Robert E. Patterson, who then and there respectively subscribed their names to the same as attesting witnesses, and who, having been by me duly sworn, stated that each of them was of full age, that they saw said seal of said United States Trust Company of New York affixed to said instrument by said Cynthia Chaney, its Assistant Vice-President and that they also saw said James E. Logan, Vice-President, and said Cynthia Chaney, Assistant Vice-President, of United States Trust Company of New York, sign, attest, deliver and acknowledge to me to be the act and deed of said United States Trust Company of New York, and that they witnessed said execution, delivery and acknowledgment thereof by signing their names thereto as attesting witnesses at the instance and in the presence of said James E. Logan and said Cynthia Chaney, and in the presence of each other and in my presence; and said attesting witnesses have affixed their signatures to this certificate (at the left of my own signature) for the purpose of confirming the same so far as it relates to them.

Subscribed, sworn to and acknowledged before me and given under my hand and official seal, in witness whereof I have hereunto signed my name and affixed my seal of office this 15<sup>th</sup> of July, 1993.

  
(Notarial Seal)



Notary Public  
State of New York

My commission expires \_\_\_\_\_

ALLISON BLUNNIE  
Notary Public, State of New York  
No. [REDACTED]  
Qualified in Queens County  
Commission Expires February 1, 1995

Inst # 1993-27280

09/07/1993-27280  
03:07 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
007 MCD 24.50