

(c) Issue any shares of any class of its capital stock or give options to purchase or accept subscriptions for any such shares except to the extent provided in its presently existing Restricted Stock Option Plan.

TENTH: If the Interstate Commerce Commission shall impose any terms or conditions to its approval or authorization of the Plan, not contained herein, such terms and conditions, if first accepted by each of the Constituent Corporations by resolutions of their respective Boards of Directors, shall become and be deemed to be a part hereof without any further vote or approval of stockholders unless the same shall result in (a) a material change in the rights, preferences or privileges of the Common Stock of the Surviving Corporation, or (b) a change in the relative treatment of any of the classes of stock of the Constituent Corporations in shares of stock of the Surviving Corporation as now provided for in Paragraph THIRD hereof.

The Board of Directors of each of the Constituent Corporations has pursuant to the provisions of Section 13.1-68 of the Virginia Stock Corporation Act, duly adopted and approved the foregoing Plan of Merger.

Adopted and Approved by the Board of Directors of  
SEABOARD AIR LINE RAILROAD COMPANY on  
May 19, 1960

Attest:

ELDER L. LASH, JR.  
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(ELDER L. LASH JR.) *Secretary*

Adopted and Approved by the Board of Directors of  
ATLANTIC COAST LINE RAILROAD COMPANY on  
May 19, 1960

Attest:

F. J. PRIMOSCH  
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(F. J. PRIMOSCH) *Secretary*

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