

herein contained, all the covenants, conditions and provisions hereof being and intended to be for the sole and exclusive benefit of the parties hereto, their successors and assigns, and of the holders of the Bonds and the coupons; and all such covenants, conditions and provisions by or on behalf of the Company shall bind its successors and assigns whether so expressed or not.

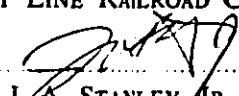
SECTION 3.06. The headings of the several Articles hereof are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

SECTION 3.07. This First Supplemental Indenture may be executed in several counterparts, each of which shall be an original, and all collectively shall constitute but one instrument, which shall be sufficiently proved by the production of any one of said counterparts.

IN WITNESS WHEREOF, Seaboard Coast Line Railroad Company, the party of the first part, has caused this First Supplemental Indenture to be signed and acknowledged by its Chairman of the Board or its President or one of its Vice Presidents, and its corporate seal to be affixed hereunto and the same to be attested by the signature of its Secretary or one of its Assistant Secretaries; and Chemical Bank, one of the parties of the second part, has caused this First Supplemental Indenture to be signed and acknowledged by one of its Vice Presidents or Trust Officers, and its corporate seal to be affixed hereunto and the same to be attested by the signature of its Secretary or one of its Assistant Secretaries; and L. F. Sadler, one of the parties of the second part, has hereto set his hand and seal, all as of the day and year first above written.

SEABOARD COAST LINE RAILROAD COMPANY

By

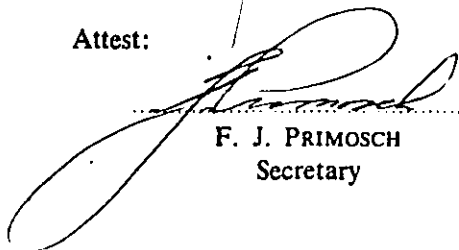


J. A. STANLEY, JR.

Vice President and Comptroller

(Corporate Seal)

Attest:



F. J. PRIMOSCH
Secretary