

**THIS INDENTURE** dated as of the 1st day of June 1963, by and between SOUTHERN RAILWAY COMPANY, a corporation organized and existing under the laws of the Commonwealth of Virginia, THE ATLANTA AND CHARLOTTE AIR LINE RAILWAY COMPANY, a corporation organized and existing under the laws of the States of Georgia, North Carolina and South Carolina, GEORGIA SOUTHERN AND FLORIDA RAILWAY COMPANY, a corporation organized and existing under the laws of the State of Georgia, and SOUTHERN RAILWAY-CAROLINA DIVISION, a corporation organized and existing under the laws of the States of North Carolina and South Carolina (hereinafter called collectively the "Companies"), parties of the first part, and THE CHASE MANHATTAN BANK, a corporation organized and existing under the laws of the State of New York, as Trustee, party of the second part (hereinafter called the "Trustee");

WHEREAS, the Companies and their Affiliates own, or are in possession of, under leases or other arrangements, and operate, lines of railroad in the States of Alabama, Florida, Georgia, Illinois, Indiana, Kentucky, Mississippi, North Carolina, South Carolina, Tennessee, Virginia and in the District of Columbia; and

WHEREAS, the Companies desire to provide for (i) the refunding of Pledged Subsidiary Bonds or Prior Lien Bonds, (ii) the making of additions to, and extensions and betterments of, railroads and other properties owned or leased by the Companies and their Affiliates and (iii) the acquisition of additional properties, and desire to borrow money for such purposes and for their other proper corporate purposes; and the Companies, pursuant to resolutions duly adopted by their stockholders and Boards of Directors, have authorized the mortgage created by this Indenture and the issue hereunder from time to time, in the manner and form provided in this Indenture, of one or more series