

EXHIBIT A

THIS INDENTURE OF JOINT MORTGAGE dated as of _____, by and between _____, a corporation organized and existing under the laws of _____ (hereinafter called the "New Company"), party 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 (hereinafter called the "Trustee"), party of the second part;

WHEREAS, **SOUTHERN RAILWAY COMPANY**, **THE ATLANTA AND CHARLOTTE AIR LINE RAILWAY COMPANY**, **GEORGIA SOUTHERN AND FLORIDA RAILWAY COMPANY** and **SOUTHERN RAILWAY-CAROLINA DIVISION** (hereinafter called the "Companies") have entered into a First and General Mortgage dated as of June 1, 1963 with the Trustee and have entered into indentures supplemental thereto dated _____, and _____ (such First and General Mortgage as so supplemented being hereinafter called the "Indenture") and there have heretofore been authenticated and delivered to one or more of the Companies under the Indenture and are now outstanding \$ _____ aggregate principal amount of First and General Mortgage Bonds, Series _____, and _____ (the First and General Mortgage Bonds issued and to be issued under the Indenture being hereinafter called the "Bonds"); and

WHEREAS, the Indenture provides that any railroad corporation at least 75% of the capital stock of which is subject to the lien of the Indenture as therein provided may, with the consent of the Companies, join in the Indenture and become a "Company" thereunder by executing and delivering to the Trustee an Indenture of Joint Mortgage in substantially the form hereof and mortgaging its properties under the Indenture in the manner herein provided,