

and ratably secured by an indenture dated as of June 1, 1963 jointly and severally executed and delivered by SOUTHERN RAILWAY COMPANY, THE ATLANTA AND CHARLOTTE AIR LINE RAILWAY COMPANY, GEORGIA SOUTHERN AND FLORIDA RAILWAY COMPANY and SOUTHERN RAILWAY-CAROLINA DIVISION (herein referred to collectively as the "Companies") to THE CHASE MANHATTAN BANK, as Trustee (herein referred to as the "Trustee"), and is one of a series of such Bonds designated as First and General Mortgage % Bonds, Series , Due , of the Company (herein referred to as the "Series Bonds"), limited to an aggregate principal amount of \$ , created by a supplemental indenture dated , duly executed and delivered by the Companies to the Trustee. The term "Indenture," as used herein refers to said indenture dated as of February 1, 1963 as supplemented by any supplemental indentures and Joint Mortgages. The several series of Bonds issuable under the Indenture may be for varying aggregate principal amounts, and the Bonds of any one series may differ from the Bonds of any other series as to maturity, interest rate, redemption, conversion and sinking fund provisions, if any, and otherwise as in the Indenture provided. Reference is hereby made to the Indenture for a description of the franchises and properties mortgaged and pledged as a part of the trust estate thereunder, the nature and extent of the security afforded thereby and the rights, limitations of rights, obligations, duties and immunities thereunder of the Trustee, the Companies and the holders of the Bonds and coupons.

In case an Event of Default, as defined in the Indenture, shall have happened and be continuing, the principal hereof may be declared, and upon such declaration shall become, due and payable in the manner, with the effect and subject to the conditions provided in the Indenture.