

**FIRST SUPPLEMENTAL INDENTURE**

THIS SUPPLEMENTAL 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") as Trustee under the First and General Mortgage dated as of June 1, 1963 made by the Companies to such Trustee (hereinafter called the "Indenture");

WHEREAS, the Indenture provides for the issuance from time to time thereunder, in series, of First and General Mortgage Bonds for the purposes and subject to the limitations therein specified; and

WHEREAS, the Companies desire, by this Supplemental Indenture, to create an initial series of First and General Mortgage Bonds to be issuable under the Indenture, such Bonds to be designated as the "First and General Mortgage 4 $\frac{5}{8}$ % Bonds, Series A, Due 1988, of 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 "Series A Bonds") limited to the aggregate principal amount of fifty million dollars (\$50,000,000), the