

-2-

and authorized the Agreement and Plan of Merger dated as of December 17, 1959, between Coast Line and the Charleston Company, providing, among other things, for the merger of the Charleston Company into the Coast Line and the assumption by Coast Line of the Charleston Company's obligations; and

WHEREAS, the State Corporation Commission of the Commonwealth of Virginia has approved and made effective as of December 31, 1959, the Articles of Merger of Coast Line and the Charleston Company providing for Coast Line to succeed to all of the rights and obligations of the Charleston Company; and

WHEREAS, it is desired to supplement the Mortgage and provide for the assumption of the obligations of the Charleston Company by the Coast Line; and

WHEREAS, the Coast Line has, by proper corporate action, authorized the making, execution and delivery of this Supplemental Indenture.

NOW, THEREFORE, in consideration of the premises and of the sum of Ten Dollars (\$10.00) paid by the Trustee to the Coast Line, receipt whereof is hereby acknowledged, the parties do hereby covenant for the common and equal use, benefit and security of all and singular the person or persons, firm or firms, body or bodies politic and corporate, who shall, from time to time, be bearers or registered holders of the Bonds, or bearers of any of the coupons thereto appertaining, as their respective interests may appear, as follows: