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SECOND SUPPLEMENTAL INDENTURE

THIS SUPPLEMENTAL INDENTURE dated as of October 15, 1976, 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 State of South Carolina, (hereinafter called collectively the "Companies"), parties of the first part, and **THE CHASE MANHATTAN BANK (NATIONAL ASSOCIATION)**, 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 as supplemented by the First Supplemental Indenture dated as of June 1, 1963 made by the Companies to such Trustee (such mortgage, as so supplemented, being hereinafter called the "Original Indenture");

WHEREAS, the Original 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, Bonds of a series designated as the "First and General Mortgage 4 $\frac{1}{2}$ % 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" have heretofore been issued and are the only Bonds now outstanding under the Original Indenture; and

WHEREAS, the Companies desire, by this Supplemental Indenture, to create a new series of First and General Mortgage Bonds to be issuable under the Original Indenture, as supplemented and modified by this Supplemental Indenture, such Bonds to be designated as the "First and General Mortgage 8 $\frac{1}{2}$ % Bonds, Series B, Due 2001 of Southern Railway

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