

In Witness Whereof the said parties of the first and third parts have caused these presents to be duly executed and their respective corporate seals to be hereto affixed and to be attested by their respective Assistant Secretaries the day and year first above written.

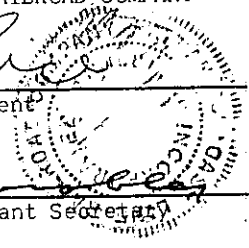
Signed, sealed and delivered in the presence of:

W. Smith
E. J. Add

ATLANTIC COAST LINE RAILROAD COMPANY

By W. T. Rice
W. T. RICE President

Attest: W. T. Marable
W. T. MARABLE Assistant Secretary



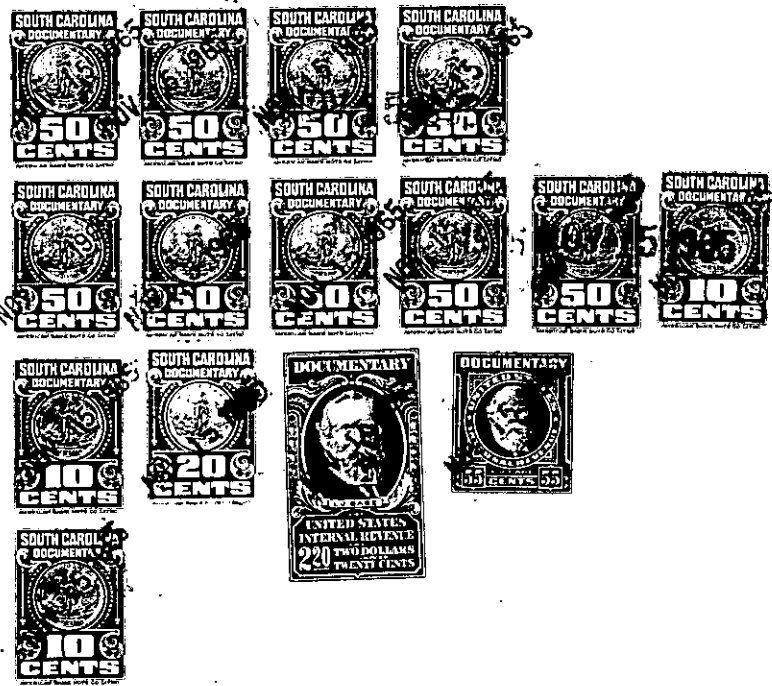
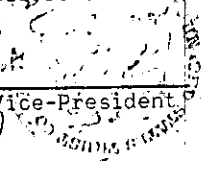
Signed, sealed and delivered in the presence of:

Charles J. Paine
CHARLES J. PAINE
G. Eich
G. EICH

UNITED STATES TRUST COMPANY OF NEW YORK, as Corporate Trustee, as aforesaid.

By William Wood
Assistant Vice-President

Attest: Wood
Assistant Secretary



(Continued on next page)