

PANY, GEORGIA SOUTHERN AND FLORIDA RAILWAY COMPANY and SOUTHERN RAILWAY-CAROLINA DIVISION has caused this Indenture to be signed and acknowledged by its President or one of its Vice Presidents, and its corporate seal to be affixed hereunto and the same to be attested by the signature of its Secretary or one of its Assistant Secretaries; and THE CHASE MANHATTAN BANK, as Trustee, has caused this Indenture to be signed and acknowledged by one of its Vice Presidents, and its corporate seal to be affixed hereunto and the same to be attested by the signature of its Secretary or one of its Assistant Secretaries, all as of the day and year first above written.

SOUTHERN RAILWAY COMPANY

By CHARLES M. DAVISON, JR.

Vice President

[CORPORATE SEAL]

Attest:

J. J. MAHER

Secretary

Signed, sealed and acknowledged
in the presence of:

R. H. MERTON

G. R. ELDRIDGE

Attesting Witnesses

THE ATLANTA AND CHARLOTTE
AIR LINE RAILWAY COMPANY

By CHARLES M. DAVISON, JR.

Vice President

[CORPORATE SEAL]

Attest:

J. J. MAHER

Secretary

Signed, sealed and acknowledged
in the presence of:

R. H. MERTON

G. R. ELDRIDGE

Attesting Witnesses