

amended by any supplemental indenture entered into pursuant to any of the provisions hereof.

Whenever in this Indenture a resolution of the Board of Directors of the Company is required, the Company shall deliver to the Trustee a writing setting forth a copy of such resolution, having appended thereto a certificate signed by the Secretary or an Assistant Secretary of the Company under its corporate seal, setting forth that such resolution was duly adopted. Every order, request, demand or other instrument of the Company required to be delivered to the Trustee preliminary to any action authorized to be taken by it thereon shall (unless otherwise permitted by this Indenture) be in writing and signed by the President or a Vice-President and by the Secretary or an Assistant Secretary or the Treasurer or an Assistant Treasurer of the Company.

Nothing in this Indenture expressed or implied is intended or shall be construed to give to any person or corporation other than the parties hereto and the holders of the Bonds secured by this Indenture, any legal or equitable right, remedy or claim under or in respect of this Indenture or any covenant, condition or provision herein contained; all the covenants, conditions and provisions hereof being and intended to be for the sole and exclusive benefit of the parties hereto and of the holders of the Bonds hereby secured.

Central Hanover Bank and Trust Company, party of the second part hereto, hereby accepts the trusts in this Indenture declared and provided and agrees to perform the same upon the terms and conditions herein set forth.

For the purpose of facilitating the recording of this Indenture, the same may be executed simultaneously in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

This Indenture is dated, for convenience, November 1, 1943, although executed and delivered on the date of the acknowledgment hereof by the Trustee; and the same shall be effective from the date on which it is so executed and delivered.

IN WITNESS WHEREOF, The Atlanta and Charlotte Air Line Railway Company, party of the first part, Central Hanover Bank and Trust Company, party of the second part, and Southern Railway Company, for the purpose by it declared in Article Fifteen of this Indenture, party of the third part, have, each and severally, caused this Indenture to be executed in its name and behalf, by its President or a Vice-President, and its corporate seal to be hereunto affixed and attested by its Secretary or an Assistant Secretary, in the presence of the two persons who have signed their names as subscribing witnesses to all signatures.

THE ATLANTA AND CHARLOTTE AIR LINE RAILWAY COMPANY,

(SEAL)

By William C. Scott  
Vice-President.

ATTEST:  
Evelyn P. Luquer  
Secretary.

CENTRAL HANOVER BANK AND TRUST COMPANY,

(SEAL)

By J. J. Maher  
Vice-President.

ATTEST:  
Robert V. Damiano  
Assistant Secretary.

SOUTHERN RAILWAY COMPANY,

SEAL)

By John B. Hyde  
Vice-President.

ATTEST:  
William C. Scott  
Secretary.

Signed, sealed and delivered in presence of us as subscribing witnesses to all signatures:

J. J. Maher  
Robert V. Damiano  
Notary Public.

ROBERT V. DAMIANO  
Notary Public, New York County  
N.Y. Co. Clk's No. 31, Reg. No. 255D5  
Commission Expires March 30, 1945

(SEAL)

STATE OF NEW YORK, }  
COUNTY OF NEW YORK. } SS.:

This 26th day of November, A. D. 1943, personally came before the undersigned, a Notary Public in and for the County and State aforesaid, Evelyn P. Luquer, F. E. Egly, and Charles E. A. McCarthy, who, being by me first duly sworn, depose and say: that he, the said Evelyn P. Luquer, knows the corporate seal of The Atlanta and Charlotte Air Line Railway Company, and is acquainted with William C. Scott, who is a Vice-President of said corporation; that he, the said F. E. Egly, knows the corporate seal of Central Hanover Bank and Trust Company, and is acquainted with F. Wolfe, who is a Vice-President of said corporation; that he, the said Charles E. A. McCarthy, knows the corporate seal of Southern Railway Company, and is acquainted with John B. Hyde, who is a Vice-President of said corporation; that they, the said Evelyn P. Luquer, F. E. Egly, and Charles E. A. McCarthy, are, respectively, the Secretary of The Atlanta and Charlotte Air Line Railway Company, Assistant Secretary of Central Hanover Bank and Trust Company, and Secretary of Southern Railway Company, and that they, respectively, saw the said William C. Scott, F. Wolfe, and John B. Hyde sign the foregoing instrument as Vice-President of said The Atlanta and Charlotte Air Line Railway Company, as Vice-President of the said Central Hanover Bank and Trust Company and as Vice-President of the said Southern Railway Company, respectively, and that they, the said Evelyn P. Luquer, as Secretary of said The Atlanta and Charlotte Air Line Railway Company, the said F. E. Egly, as Assistant Secretary of the said Central Hanover Bank and Trust Company and the said Charles E. A. McCarthy, as Secretary of the said Southern Railway Company, respectively, affixed the said seals of said corporations to the said instrument, and signed their names in attestation of the execution of said instrument, in the presence of the said officers executing the same in the name and on behalf of said corporations.

And at the same time and place personally appeared before me, J. J. Maher, with whom I am personally acquainted, and known to me to be one of the subscribing witnesses to the execution of the foregoing instrument, and competent to act as such, and made oath that he saw the within named William C. Scott, a Vice-President, and the within named Evelyn P. Luquer, the Secretary of said The Atlanta and Charlotte Air Line Railway