

CHARLESTON AND WESTERN CAROLINA RAILWAY COMPANY

TO  
SAFE DEPOSIT AND TRUST COMPANY OF BALTIMORE,  
TRUSTEE

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INDENTURE

Dated as of July 1, 1946

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Supplemental to  
FIRST CONSOLIDATED MORTGAGE

Dated February 12, 1914

INDENTURE dated as of the first day of July, 1946, by and between Charleston and Western Carolina Railway Company, a corporation organized and existing under the laws of the State of South Carolina, (hereinafter called the "Company"), party of the first part, and Safe Deposit and Trust Company of Baltimore, a corporation organized and existing under the laws of the State of Maryland (hereinafter called the "Trustee"), party of the second part;

WHEREAS, the Company has heretofore executed its First Consolidated Mortgage dated February 12, 1914, to the Trustee; and

WHEREAS, there have been heretofore authenticated by the Trustee and are now outstanding in the hands of the public \$2,380,000 principal amount First Consolidated Mortgage "Series A" 5% Bonds, and there have been heretofore authenticated and delivered by the Trustee to this Company under the provisions of sub-section 4 of Section 5 of Article I of the First Consolidated Mortgage of the Company an aggregate total of \$2,779,150.79 First Consolidated Mortgage "Series B" 5% Bonds to cover the actual cost of additions and betterments made to the property of the Company, but there remain reserved under said provisions a total of \$1,520,819.21 of First Consolidated Mortgage Bonds which may be issued for additions and betterments and in addition there are also reserved under the provisions of Section 5 of Article I of said First Consolidated Mortgage a total of \$3,320,000 principal amount of First Consolidated Mortgage Bonds to retire \$2,720,000 principal amount of the Company's First Mortgage 5% Bonds, maturing October 1, 1946, and \$600,000 principal amount of The Augusta Terminal Railway Company First Mortgage 6% Bonds, maturing April 1, 1947; and

WHEREAS, the Company, at regular meetings of its Board of Directors and Stockholders, held in the City of Charleston, S. C., on April 17, 1946, has authorized creation of a sinking fund on an provision for redemption before maturity, at the option of the Company, of any First Consolidated Mortgage Bonds hereafter issued, additional to the \$2,380,000 of "Series A" Bonds presently outstanding, and the execution and delivery to the Trustee of an indenture supplemental to said First Consolidated Mortgage for the purpose of establishing and defining said sinking fund and provisions as to prior redemption of said additional Bonds; and

WHEREAS, all conditions and requirements necessary to make this Supplemental Indenture a valid, binding and legal instrument in accordance with its terms have been done, performed and fulfilled, and the execution and delivery hereof have been in all respects duly authorized;

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) in hand paid by the Trustee to the Company upon the execution and delivery of this Supplemental Indenture, the receipt whereof is hereby acknowledged, the Company hereby agrees and covenants with the Trustee for the equal pro rata benefit of each and every holder from time to time of bonds, and coupons appurtenant thereto, issued from and after the date hereof, as follows: