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THIS AMENDMENT TO AN ORIGINAL INDENTURE OF MORTGAGE made as of the first day of June, 1947, by and between SOUTHERN AIRWAYS COMPANY, a Delaware corporation (hereinafter called the "Company"), party of the first part, SOUTHERN AIRWAYS, INC., a South Carolina corporation, SOUTHERN AIRWAYS, a South Carolina corporation, SOUTHERN AIRWAYS, INC., a Georgia corporation, and SOUTHERN AIRWAYS, INC., an Alabama corporation, (together hereinafter called the "Subsidiaries") parties of the second part; ARKANSAS FUEL OIL COMPANY, a West Virginia corporation (hereinafter called the "Mortgagee"), party of the third part, CITIES SERVICE REFINING CORPORATION, a Delaware corporation (hereinafter called "Cities Service"), party of the fourth part, and THE CITIZENS AND SOUTHERN NATIONAL BANK, a national banking association in Atlanta, Georgia (hereinafter called the "Bank"), party of the fifth part,

WITNESSETH

WHEREAS, the Company and the Subsidiaries have heretofore granted to and in favor of the Mort-gagee, Cities Service and the Bank, the Indenture of Mortgage dated as of the 1st day of June, 1946, which Indenture has been recorded as follows:

In the Office of the Probate Judge of Jefferson County, Alabama, Mortgage Book 3799, at page 1;

In the Office of the R. M. C. for Greenville County, South Carolina, in Real Estate Mortgage Book 351, at page 1;