

IN WITNESS WHEREOF, each of SOUTHERN RAILWAY COMPANY, THE ATLANTA AND CHARLOTTE AIR LINE RAILWAY COMPANY, GEORGIA SOUTHERN AND FLORIDA RAILWAY COMPANY and SOUTHERN RAILWAY-CAROLINA DIVISION has caused this Supplemental 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 (NATIONAL ASSOCIATION), as Trustee, has caused this Supplemental Indenture to be signed and acknowledged by one of its Second 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 K. A. Starcher
Vice President

[CORPORATE SEAL]

Attest:

M. Davenport
Secretary

Signed, sealed and acknowledged
in the presence of

David R. Willson
Donald W. Edwards
Attesting Witness

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