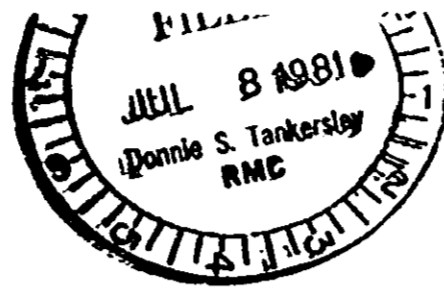


STATE OF NEW YORK,  
County of New York.



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THIS INDENTURE, made this 17th day of June, 1981,  
by and between

THE CHASE MANHATTAN BANK (National Association), a national banking association, created and existing under and by virtue of the laws of the United States of America, herein acting as Trustee under First and General Mortgage of Southern Railway Company, The Atlanta and Charlotte Air Line Railway Company, Georgia Southern and Florida Railway Company and Southern Railway-Carolina Division to The Chase Manhattan Bank, Trustee, dated as of June 1, 1963 (recorded, among other places, in the Office of the Register of Deeds, Polk County, North Carolina in Book 84, page 5 on June 28, 1963 and in the Office of the Register of Mesne Conveyances, Greenville County, South Carolina, Real Estate Mortgage Book 152, page 24, on July 25, 1963), hereinafter for convenience styled Trustee.

SOUTHERN RAILWAY-CAROLINA DIVISION, a corporation organized and existing under and by virtue of the laws of the State of South Carolina, hereinafter for convenience styled Railway Company;

W I T N E S S E T H: That

WHEREAS, on or about the 1st day of June, 1963, Southern Railway-Carolina Division did make, execute and deliver to The Chase Manhattan Bank, as Trustee, a mortgage or deed of trust known as FIRST AND GENERAL MORTGAGE, bearing date as of that day, whereby the said Railway Company did convey to said Trustee certain of its lines of railway and other property then owned and thereafter to be acquired by it, including the property hereinafter specifically described, in trust, to secure the payment of the principal and interest of and upon bonds issued and to be issued under said mortgage;

WHEREAS, The Chase Manhattan Bank was converted into a national banking association under the name The Chase Manhattan Bank (National Association), effective September 23, 1965, which conversion was without

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