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the said office of said original trustees, such proceedings were had that after the death of R. Hart Rochester, the last survivor of said Trustees, the holders of not less than fifty thousand dollars (\$50,000) in amount at par of the bonds outstanding under and secured by the said mortgage or deed of trust, duly called a meeting of the holders of bonds secured by said mortgage, to be held in the City of New York, for the purpose of filling the vacancy in the trusteeship under said mortgage, of the object of which meeting and the time and place of holding the same, at least ten days public notice was given by advertisement in at least two of the public newspapers of general circulation of the City of New York, and of which also at least ten days notice was given to the President and Secretary at the time of the Atlanta and Charlotte Air Line Railway Company, by written notice, addressed to and delivered to each of them respectively, and, thereafter, in pursuance of the said call, a meeting of the said bondholders was held at the office of the Atlanta and Charlotte Air Line Railway Company, No. 48 Wall Street, in the City of New York, on the 9th day of March, 1898, at which said meeting were present in person, or by proxy, the holders of two million three hundred and fifty-five thousand (\$2,355,000) dollars in amount at par of the bonds outstanding under and secured by said mortgage or deed of trust, by whose votes the following preamble and resolution was unanimously adopted; to wit:

"WHEREAS, the death of R. Hart Rochester, Esq., removes the last of the three trustees appointed under the mortgage dated the 19th day of May, 1877, given by the Atlanta and Charlotte Air Line Railway Company to secure the issue of bonds therein recited, renders it necessary that a new trustee should be appointed in place of Richard Irvin, Jr., R. Hart Rochester and Eugene Plunkett, all deceased,

"Resolved, that the Guaranty Trust Company of New York be and the same is hereby selected and

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"appointed as Trustee under said mortgage upon the terms and conditions set forth in a letter from W. G. Oakman, President, dated March 9, 1898, a copy of which is hereto annexed, the original being on file, and the President of this Company is requested to have such instrument or instruments executed under the seal of the Company as may be required to vest in a new trustee all the estate, trust, rights, powers and duties which were vested in the three trustees originally appointed,"

Now, Therefore, In pursuance of the said above recited resolution, and in consideration of one dollar (\$1) lawful money of the United States to it in hand paid, the receipt whereof is hereby acknowledged, ATLANTA AND CHARLOTTE AIR LINE RAILWAY COMPANY does hereby certify and agree that GUARANTY TRUST COMPANY OF NEW YORK, has been duly appointed and is now the sole substituted trustee under the First Mortgage of the Atlanta and Charlotte Air Line Railway Company, dated May 29, 1877, and is vested with all the estate, trust, rights, powers and duties of each and every the trustees in such mortgage named, with like intent and effect as if the said sole substituted trustee had been originally named in said mortgage or deed of trust as sole trustee, and to that end does hereby remise, convey and assure unto the said sole substituted trustee, and its successors in office,

ALL AND SINGULAR the mortgaged premises in said instrument bearing date the 19th day of May, 1877, described and set forth, reference being hereby made thereto for greater certainty of description.

AND the GUARANTY TRUST COMPANY OF NEW YORK hereby joins, in the execution of this instrument in evidence of its acceptance of the trust upon it so devolved and of its covenant to execute the same, under the terms and in the manner set forth in said mortgage bearing date the 19th day of May, 1877, and not otherwise.

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STATE OF NEW YORK,
CITY AND COUNTY OF NEW YORK, } ss.

On this 31st day of May, 1900, at my office in the said City and County of New York, personally appeared before me George H. Corey, a Commissioner of Deeds in the City of New York for the State of South Carolina, duly and regularly appointed, commissioned and qualified, Edwin F. Corey, to me known and known to me to be one of the subscribing witnesses to the foregoing instrument and made oath that he saw the within named George R. Turnbull and J. N. Borland sign, seal and deliver the foregoing instrument as 2d Vice President and Assistant Secretary respectively of Guaranty Trust Company of New York, as and for their act and deed, and as and for the act and deed of said Guaranty Trust Company of New York, and that he with W. Babcock, witnessed the due execution thereof, on the day and date thereof.

EDWIN F. COREY,

Sworn to and subscribed before me this 31st day of May, 1900.

In Witness Whereof, I have hereunto set my hand and official seal.

[SEAL.]

GEO. H. COREY,
Commissioner of Deeds for the State of
South Carolina in New York.

U. S.
Internal Revenue
Stamp.
10c.
Cancelled.

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STATE OF NEW YORK,
CITY AND COUNTY NEW YORK, } ss.

I, Edwin F. Corey, a Commissioner of Deeds for the State of New York, thereto duly appointed by the Governor of the State of North Carolina, and a Notary Public in and for the City and County of New York, do hereby certify that Charles S. Fairchild and William N. Wilmer, whose names are signed to the foregoing and hereto annexed instrument bearing date the thirty-first day of May, 1900, as President and Secretary respectively of the Atlanta and Charlotte Air Line Railway Company, with whom I am personally acquainted, and who are personally known to me to be the President and Secretary respectively of the Atlanta and Charlotte Air Line Railway Company, one of the corporations described in and which executed the said instrument of writing, personally appeared before me at my office in said County and corporation aforesaid, for themselves and on behalf of said Atlanta and Charlotte Air Line Railway Company, and being duly informed of the contents of said instrument, they on this day severally acknowledged the due execution thereof on the day the same bears date, and further acknowledged that they voluntarily executed, signed, sealed and delivered the said instrument of writing as their free act and deed and as the free act and deed of the said Atlanta and Charlotte Air Line Railway Company for the uses and purposes therein mentioned, and for the purposes therein contained.

AND the said William N. Wilmer, being by me first duly sworn says that he resides in the City of New York, State of New York, and that he knows the common seal of the Atlanta and Charlotte Air Line Railway Company, and is acquainted with Charles S. Fairchild, who is President of said corporation, and that he the said William N. Wilmer is the Secretary of said corporation, and saw the President sign the foregoing instrument, and that he the said William N. Wilmer, Secretary as aforesaid, affixed said

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In Witness Whereof, the Atlanta and Charlotte Air Line Railway Company, and the Guaranty Trust Company of New York, have caused these presents to be executed in their behalf, by their respective officers thereunto duly authorized, and their corporate seals to be hereunto affixed and attested this Thirty-first day of May, 1900.

ATLANTA AND CHARLOTTE AIR LINE
RAILWAY COMPANY,

By

[SEAL.] CHARLES S. FAIRCHILD,
Attest: President.

W. N. WILMER,
Secretary.

GUARANTY TRUST COMPANY OF NEW YORK,

By

[SEAL.] GEO. R. TURNBULL,
Attest: Second Vice-President.

J. N. BORLAND,
Asst. Secretary.

Signed, sealed and delivered

in presence of:

A. M. HYATT,

W. BABCOCK,

EDWIN F. COREY, [SEAL.]

Commissioner of Deeds for the

State of Georgia in New York

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STATE OF NEW YORK,
CITY AND COUNTY OF NEW YORK, } ss.

On this 31st day of May, 1900, at my office in the said City and County of New York, personally appeared before me, George H. Corey, a Commissioner of Deeds in the City of New York for the State of South Carolina, duly and regularly appointed, commissioned and qualified, Edwin F. Corey, to me known and known to me to be one of the subscribing witnesses to the foregoing instrument and made oath that he saw the within named Charles S. Fairchild, and William N. Wilmer, sign, seal and deliver the foregoing instrument as President and Secretary respectively of the Atlanta and Charlotte Air Line Railway Company, as and for their act and deed, and as and for the act and deed of said Atlanta and Charlotte Air Line Railway Company, and that he with Abram M. Hyatt, witnessed the due execution thereof on the day and date thereof.

EDWIN F. COREY,

Sworn to and subscribed before me this 31st day of May, 1900.

In Witness Whereof, I have hereunto set my hand and official seal.

GEO. H. COREY,
Commissioner of Deeds for the State of
South Carolina in New York.

U. S.
Internal Revenue
Stamp
10c
Cancelled

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seal to said instrument by authority of the Board of Directors of said corporation, and that he, the said William N. Wilmer, signed his name in attestation of the execution of said instrument in the presence of said President of said corporation, and with like authority of said Board of Directors.

In Witness Whereof, I have hereunto set my hand and seals of office as Commissioner of Deeds for the State of North Carolina in New York and as Notary Public in and for the City and County of New York at my said office this 31st day of May, 1900.

[SEAL.] EDWIN F. COREY,
Commissioner of Deeds for the State of
North Carolina in New York.

[SEAL.] EDWIN F. COREY,
Notary Public in and for the City
and County of New York.

U. S.
Internal Revenue
Stamp
10c
Cancelled

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STATE OF NEW YORK,
CITY AND COUNTY OF NEW YORK, } ss.

I, Edwin F. Corey, a Commissioner of Deeds for the State of New York, thereto duly appointed by the Governor of North Carolina, and a Notary Public in and for the City and County of New York, do hereby certify that George R. Turnbull and J. N. Borland, whose names are signed to the foregoing and hereto annexed instrument bearing date the 31st day of May, 1900, as 2d Vice President and Assistant Secretary respectively of Guaranty Trust Company of New York, with whom I am personally acquainted, and who are personally known to me to be the President and Secretary respectively of the Guaranty Trust Company of New York, one of the corporations described in and which executed the said instrument of writing, personally appeared before me at my office in said County and corporation aforesaid, for themselves and on behalf of said Guaranty Trust Company of New York, and being duly informed of the contents of said instrument, they on this day severally acknowledged the due execution thereof on the day the same bears date, and further acknowledged that they voluntarily executed, signed, sealed and delivered the said instrument of writing as their free act and deed and as the free act and deed of the said Guaranty Trust Company of New York for the uses and purposes therein mentioned, and for the purposes therein contained.

AND the said J. N. Borland, being by me first duly sworn says that he resides in the City of New York, State of New York, and that he knows the common seal of the Guaranty Trust Company of New York and is acquainted with George R. Turnbull, who is 2d Vice President of said corporation, and that he the said J. N. Borland is the Secretary of said corporation, and saw the President sign the foregoing instrument, and that he the said J. N. Borland, Secretary as aforesaid, affixed said