

§ 3.07. THE CHASE MANHATTAN BANK does hereby constitute and appoint A. F. HENNING, one of its Vice Presidents, to be its attorney-in-fact for it and in its name and as and for its corporate act and deed to acknowledge this Supplemental Indenture before any person having authority by the laws of any state or of the District of Columbia to take such acknowledgment, to the intent that the same may be duly filed, registered and recorded.

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, as Trustee, has caused this Supplemental Indenture to be signed and acknowledged by 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, all as of the day and year first above written.

SOUTHERN RAILWAY COMPANY

By CHARLES M. DAVISON, JR.

Vice President

[CORPORATE SEAL]

Attest:

J. J. MAHER

Secretary

Signed, sealed and acknowledged
in the presence of:

R. H. MERTON

G. R. ELDREDGE

Attesting Witnesses