

President or a Vice-President, and its corporate seal to be hereunto affixed and duly attested, in the presence of the two persons who have signed their names as subscribing witnesses to all signatures.

THE ATLANTA AND CHARLOTTE AIR LINE RAILWAY COMPANY. (SEAL)

By William C. Scott
Vice-President.

ATTEST: Evelyn P. Luquer
Secretary.

THE FIRST NATIONAL BANK OF THE CITY OF NEW YORK,

By Henry F. Sturgis
Vice-President.

ATTEST: Charles E. A. McCarthy (SEAL)
Assistant Cashier.

SOUTHERN RAILWAY COMPANY,

By John B. Hyde
Vice-President.

ATTEST: Charles E. A. McCarthy (SEAL)
Secretary.

Signed, sealed and delivered in presence of us as subscribing witnesses to the signatures:

Robert V. Damiano
Notary Public.

ROBERT V. DAMIANO
Notary Public, New York County
N.Y. Co. Clk's No. 31, Reg. No. 255D5
Commission Expires March 30, 1945 (SEAL)

STATE OF NEW YORK, }
COUNTY OF NEW YORK. } SS.:

This 26th day of November, A. D. 1943, personally came before the undersigned, a Notary Public in and for the County and State aforesaid, Evelyn P. Luquer, C. R. Beattie, and Charles E. A. McCarthy, who, being by me first duly sworn, depose and say: that he, the said Evelyn P. Luquer, knows the corporate seal of The Atlanta and Charlotte Air Line Railway Company, and is acquainted with William C. Scott, who is a Vice-President of said Corporation; that he, the said C. R. Beattie, knows the corporate seal of The First National Bank of The City of New York, and is acquainted with Henry F. Sturgis, who is a Vice-President of said corporation; that he, the said Charles E. A. McCarthy, knows the corporate seal of

Southern Railway Company, and is acquainted with John B. Hyde, who is a Vice-President of said corporation; that they, the said Evelyn P. Luquer, C. R. Beattie and Charles E. A. McCarthy, are, respectively, the Secretary of The Atlanta and Charlotte Air Line Railway Company, Assistant Cashier of The First National Bank of The City of New York, and Secretary of Southern Railway Company, and that they, respectively, saw the said William C. Scott, Henry F. Sturgis and John B. Hyde sign the foregoing instrument as Vice-President of said The Atlanta and Charlotte Air Line Railway Company, as Vice-President of said The First National Bank of The City of New York and as Vice-President of the said Southern Railway Company, respectively, and that they, the said Evelyn P. Luquer, as Secretary of said The Atlanta and Charlotte Air Line Railway Company, the said C. R. Beattie, as Assistant Cashier of said The First National Bank of the City of New York, and the said Charles E. A. McCarthy, as Secretary of the said Southern Railway Company, respectively, affixed the said seals of said corporations to the said instrument, and signed their names in attestation of the execution of said instrument, in the presence of the said officers executing the same in the name and on behalf of said corporations.

And at the same time and place personally appeared before me, J. J. Maher, with whom I am personally acquainted, and known to me to be one of the subscribing witnesses to the execution of the foregoing instrument, and competent to act as such, and made oath that he saw the within named William C. Scott, a Vice-President, and the within named Evelyn P. Luquer, the Secretary of said The Atlanta and Charlotte Air Line Railway Company, and the within named Henry F. Sturgis, a Vice-President, and the within named C. R. Beattie, an Assistant Cashier of said The First National Bank of The City of New York, and the within named John B. Hyde, a Vice-President, and the within named Charles E. A. McCarthy, the Secretary of the said Southern Railway Company, sign, seal and deliver the foregoing instrument, as their act and deed, and the act and deed of said corporations, respectively, for the uses and purposes therein mentioned, and that he, with the undersigned Notary, witnessed the execution of the said instrument by all of the subscribers thereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official notarial seal of office in the City of New York, N. Y., this 26th day of November, A. D. 1943.

Robert V. Damiano
Notary Public. (SEAL)

ROBERT V. DAMIANO
Notary Public, New York County
N.Y. Co. Clk's No. 31, Reg. No. 255D5
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The undersigned, as Trustee under the Second Mortgage Indenture of The Atlanta and Charlotte Air Line Railway Company, dated November 1, 1943, hereby certifies that United States Internal Revenue documentary stamps in the amount of \$5,500 have been affixed to counterpart No. 1 of said Indenture, which is in our possession, and that such stamps have been duly cancelled.

THE FIRST NATIONAL BANK OF THE CITY OF NEW YORK, TRUSTEE AS AFORESAID

November 29, 1943

By: Charles E. A. McCarthy
Assistant Cashier