

WHEREAS, the Company made, executed and delivered to the Trustee a certain Supplemental Indenture, dated as of July 1, 1946, to said Mortgage which Supplemental Indenture was duly recorded in the following States, Counties and Cities:

SOUTH CAROLINA

City of Spartanburg, Office of Department of State, and in the following Counties: Greenwood, Anderson, Barnwell, Hampton, Abbeville, Aiken, McCormick, Allendale, Beaufort, Greenville and Laurens.

GEORGIA

In the Counties of Richmond and Columbia; and

WHEREAS, \$2,380,000 principal amount of the bonds secured by the Mortgage were designated as Series A (now) 5% Bonds which were issued in 1915 to retire a like principal amount of previously issued and outstanding Income Bonds of the Company, of which Series A Bonds \$791,000 principal amount are now owned by The Atlantic Coast Line Company; and

WHEREAS, of the remaining \$7,620,000 principal amount of bonds reserved under the Mortgage, \$2,779,150.79 thereof were duly designated as Series B 5% Bonds and as such were certified and delivered at various times prior to 1933 by the Trustee to the Company in reimbursement of the cost of various additions and betterments made to the property of the Company and are presently held in the treasury of the Company and \$2,720,000 also designated as Series B 5% Bonds were issued and sold in 1946 to The Atlantic