IN WITNESS WHEREOF, the Charleston and Western Carolina Railway Company, party of the first part, has caused this Second Supplemental Indenture to be signed and acknowledged or proved by its President or a Vice-President, and its corporate seal to be hereunto affixed and the same to be attested by the signature of its Secretary or an Assistant Secretary; and Mercantile-Safe Deposit and Trust Company, party of the second part, has caused this Second Supplemental Indenture to be signed and acknowledged or proved by its President or a Vice-President and its corporate seal to be hereunto affixed and the same to be attested by the signature of its Secretary or an Assistant Secretary, as of the day and year first above written.

CHARLESTON AND WESTERN CAROLINA RAILWAY COMPANY

By

Vice-President.

Attest:

Assistant Secretary.

Signed, sealed and delivered by Charleston and Western Carolina Railway Company in presence of:

Matarese

Attest:

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY

President.

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