

Know All Men By These Presents: That

WHEREAS, on or about the 1st day of November, 1943, The Atlanta and Charlotte Air Line Railway Company, a consolidated corporation organized and existing under the laws of the States of Georgia, South Carolina and North Carolina, did make, execute and deliver to The First National Bank of the City of New York (now First National City Bank), a national banking corporation organized and existing under the laws of the United States of America, as Trustee, a certain mortgage or deed of trust known as its SECOND MORTGAGE, bearing that date, whereby it did convey to said Trustee its lines of railroad and other properties therein described, subject to the lien of the First Mortgage of The Atlanta and Charlotte Air Line Railway Company dated November 1, 1943, in trust, to secure the payment of the principal and interest of and upon bonds issued and to be issued thereunder; and

WHEREAS, the principal amount of the bonds authorized to be issued and issued under and secured by said Second Mortgage was \$20,000,000, of which authorized amount bonds in the principal amount of \$4,491,000 are now outstanding; and

WHEREAS, The Atlanta and Charlotte Air Line Railway Company has paid and cancelled or caused to be paid and cancelled all of the bonds issued under and secured by said Mortgage, principal and interest, and has done or caused to be done everything necessary to secure and have issued by said Trustee a full release and satisfaction and cancellation of said Mortgage hereinbefore mentioned;

NOW, THEREFORE, the said TRUSTEE, in consideration of the premises and of the sum of ONE DOLLAR (\$1) to it paid,