STATE OF NEW YORK,)
)
County of New York.)

THIS INDENTURE, made this 26th day of June, 1969 by and between

THE CHASE MANHATTAN BANK (National Association), a national banking association, created and existing under and by virtue of the laws of the UNITED STATES OF AMERICA, herein acting as Trustee under First and General Mortgage of Southern Railway Company, The Atlanta and Charlotte Air Line Railway Company, Georgia Southern and Florida Railway Company and Southern Railway - Carolina Division to The Chase Manhattan Bank, Trustee, dated June 1, 1963 (recorded, among other places, in the Office of the Register of Mesne Conveyances, Greenville County, South Carolina, in Book 152, page 24, July 25, 1963), hereinafter for convenience styled TRUSTEE, party of the first part; and

SOUTHERN RAILWAY COMPANY, a corporation organized and existing under and by virtue of the laws of the State of Virginia, hereinafter for convenience styled RAILWAY COMPANY, party of the second part;

W I T N E S S E T H: That

WHEREAS, on or about the 1st day of June, 1963, Southern Railway Company, together with The Atlanta and Charlotte Air Line Railway Company, Georgia Southern and Florida Railway Company and Southern Railway-Carolina Division did make, execute and deliver to The Chase Manhattan Bank, as Trustee a mortgage or deed of trust known as FIRST AND GENERAL MORTGAGE, bearing date on that day, whereby certain lines of railway and other property then owned and thereafter to be acquired, including the property hereinafter specifically described, were conveyed to said Trustee, in trust, to secure the payment of the principal and interest of and upon bonds issued and to be issued under said mortgage; and