



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

THIS INDENTURE, made this 3rd day of December, 1979, 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 Clerk of Court, Greenville County,
South Carolina, in Register Mesne Conveyance Book 152, page 24); hereinafter
for convenience styled TRUSTEE, party of the first part; and

THE ATLANTA AND CHARLOTTE AIR LINE RAILWAY COMPANY, a corporation
existing and organized under and by virtue of the laws of the State of South
Carolina, 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

WHEREAS, The Chase Manhattan Bank was converted into a national
banking association under the name The Chase Manhattan Bank (National
Association), effective September 23, 1965, which conversion was without ef-
fect on the continuity of the business, including the business of acting as
corporate trustee, and the corporate existence of The Chase Manhattan Bank;
and

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