

Samuel Spencer,  
 Henry Fink  
 and Charles  
 M. McGhee  
 Receivers  
 parties of the  
 first part  
 and  
 Central Trust  
 Co. of New York  
 Trustee, Party  
 of the 2<sup>d</sup> part  
 — Co —  
 Southern  
 Railway  
 Company  
 Party of the 3<sup>d</sup> part

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Receivers and  
 Trustees

In The Circuit Court of the United States.  
 Central Trust Company of  
 New York and Others  
 Complainants,  
 Against  
 East Tennessee, Virginia and  
 Georgia Railway Company and Others  
 Defendants  
 In Equity.

An Indenture, made the fourteenth day of July  
 1894, by and between Samuel Spencer,  
 Henry Fink and Charles M. McGhee, Receivers,  
 duly appointed in the suits in equity hereinafter  
 mentioned — Parties of the First Part,  
 Central Trust Company of New York, Trustee,  
 Complainant in said Suits,  
 Party of the Second Part, and  
 Southern Railway Company, a corporation  
 organized and existing under the laws of the  
 State of Virginia, which has duly filed and recorded  
 its Charter in the several Offices in the State of  
 Tennessee as required by Law,  
 Party of the Third Part,

Witnesseth:

Whereas, On or about the nineteenth day of  
 July, 1893, the said Central Trust Company of  
 New York, Trustee, as complainant, filed its Bill  
 of Complaint, in equity, in the Circuit Court of the  
 United States of America for the Eastern District  
 of Tennessee, Northern Division, against the East  
 Tennessee, Virginia and Georgia Railway Company,  
 a corporation created by and existing under the  
 Laws of the State of Virginia as defendant, in which  
 suit in equity it was sought to foreclose the Equipment  
 and Improvements mortgage dated the 1<sup>st</sup> day of September, in  
 the year 1888, and upon or about that day duly executed  
 acknowledged and delivered by said Railway Corporation  
 to said Central Trust Company of New York, and also  
 the General mortgage executed by said Railway  
 Company to said Trust Company, dated December 1,  
 1890, in which suit it was proposed to sell the whole  
 of the mortgaged property and premises, being the rail-  
 roads, property, privileges and franchises of said Railway  
 Company, as more specifically described in said two  
 mortgages;

And, whereas, Hereafter to wit, on or about the 12<sup>th</sup> day of  
 May, 1893, a certain other cause, then pending in  
 said Circuit Court of the United States for the Eastern

District of Tennessee, entitled "Samuel Thomas and others, complainants, against East Tennessee, Virginia and Georgia Railway Company and others, complainants defendants," was consolidated with the suit first above mentioned, so as to become Consolidated Cause in Equity No. 957, entitled "Central Trust Company of New York and others complainants, against East Tennessee, Virginia and Georgia Railway Company and others, defendants"

And whereas, such proceedings were had in the said Consolidated Cause that on the 4<sup>th</sup> day of April, 1894, a decree of foreclosure and sale was entered therein by the said Circuit Court of the United States for the Eastern District of Tennessee, Northern Division;

And whereas, similar decrees foreclosing such Equipment and Improvement and General Mortgages were subsequently entered in similar suits brought by the Central Trust Company, complainant, against the said East Tennessee, Virginia and Georgia Railway Company, as defendant, in the Circuit Court of the United States for the several districts hereinafter mentioned, on the days following, - that is to say, the Southern District of Mississippi on April 11, 1894; the Northern District of Georgia on April 11, 1894; the Northern District of Alabama on April 11, 1894;

And whereas, in and by the said decrees Joshua W. Caldwell was appointed Special Master to execute the said foreclosure decrees and to make the sale of property therein provided for and directed;

And whereas, in pursuance of such appointment the said Special Master afterwards to-wit, on the 7<sup>th</sup> day of July, 1894, after due advertisement and notice of sale as prescribed in the said decrees, at public auction at the principal passenger station of the said East Tennessee, Virginia and Georgia Railway Company, in the City of Knoxville and State of Tennessee on the day and at the hour fixed by the said Special Master in his advertisement of sale, in accordance with the request of the Solicitors for the complainant and in the manner specified and directed in the said decrees, did sell all and singular the railroad equipment, bonds, property, premises, rights, privileges, and franchises which the said Special Master was directed by the said decrees to sell upon the terms and conditions in said decrees fully and at large set forth, to which decrees reference is hereby specially and expressly made;

And Whereas, At such sale the said Southern Railway Company, party of the third part, became the purchaser of all such railroad, property and franchises offered and sold as a single parcel for the sum of fifteen hundred and five thousand dollars (\$1,505,000);  
 And Whereas, The said party of the <sup>third</sup> part in fact discharge of its said bid has paid to the said special Master the sum of One hundred and fifty thousand dollars, (\$150,000) and has also delivered to them \$5,940,000 of Equipment and Improvement bonds of the East Tennessee, Virginia and Georgia Railway Company, with all unpaid coupons attached to said bonds, and also \$3,680,000 of General Mortgage bonds of said East Tennessee, Virginia and Georgia Railway Company, with all unpaid coupons attached to such bonds, for endorsement of proportionate credit thereon;

And Whereas, The said Special Master did duly make his report of said sale to the said Circuit Courts for the Eastern District of Tennessee, the Southern District of Mississippi, the Northern District of Alabama, and the Northern District of Georgia, and the said sale has been by decrees entered of record duly approved and confirmed by the said Courts, subject to the compliance by the purchaser with all the terms and conditions of said foreclosure decrees, and sale and the said several decrees of confirmation;

And Whereas, An order was made by said Courts in the said suits, on July 1894, authorizing and directing the said Joshua W. Caldwell, as Special Master, upon the terms and conditions set out in the said decree of confirmation, to execute, acknowledge and deliver a conveyance of all and singular the property, premises, rights, privileges and franchises so sold to the said purchaser thereof, subject to the mortgage liens as specified in and restricted by the said decrees of foreclosure, and subject also to the payment of all outstanding Receivers' certificates or Receivers' notes or obligations issued under the orders of Court in the said suits by the Receivers therein, and subject also to all other claims filed in the said consolidated Cause, or in either of the causes therein consolidated but only when and as the United States Circuit Court for the Eastern District of Tennessee should allow such claims, and adjudge the same to be prior in lien or superior in equity to the said mortgage foreclosed in said consolidated cause, and in accordance with the order or orders of the Court allowing such claims and adjudging with respect thereto;

and subject also to all debts and obligations incurred or to be incurred by the said Receivers which had not been or should not have been paid by them, and which should be adjudged by the said Court to be debts or obligations properly chargeable against the property purchased and to be prior or superior to the lien of the said two mortgages thereby foreclosed, but not subject to the assumption or adoption of any lease or contracts described or referred to in said Equipment and Improvements Mortgage or General Mortgage or decree, not expressly assumed or adopted by the purchaser;

And, Whereas, The said Special Master has heretofore made, executed and delivered his said conveyance to the said purchaser;

And, Whereas, In and by the said decrees it was required and directed that by way of further assurance and confirmation of title the Receivers appointed in the said suit and also the said Trustee, complainant therein, should make, execute and deliver to the said purchaser or purchasers good and sufficient deeds of conveyance or evidence of transfer of any and all property sold which is vested in or standing in the name of said Receivers, or to which said Receivers have in any manner acquired title;

And, Whereas, It is the true intent and meaning of these presents that this conveyance shall inure to the use, benefit and advantage of the said Southern Railway Company, the corporation hereinabove designated and described;

And, Whereas, The said Southern Railway Company as such purchaser has complied with and fulfilled all the terms and conditions of the said order and decrees, so far as the same are now ripe for performance, and is entitled to a conveyance for the property so purchased by and confirmed to it:

Now, Therefore, This Indenture Witnesseth:

That the said Receivers, parties of the first part, and also the ~~the~~ said Trustee, party of the second part, pursuant to the directions, provisions and terms of the said decrees, and in consideration that the said party of the third part, as purchaser will in all respects comply with the conditions of said decrees of foreclosure and sale:

Have granted, bargained, transferred, sold and conveyed, and by these presents do hereby grant, bargain, transfer, sell and convey, unto the said Southern Railway Company, a corporation of the State of Virginia, which has duly filed and recorded its charter in the State of Tennessee;

All and singular the rights, privileges, interests, franchises, lands, tenements, hereditaments, appurtenances and property, of every description, whether real, personal or mixed, embraced or included in the said decree of sale and the sale pursuant thereto that is to say:

## I.

- (a) A line of railway extending from Bristol, in the County of Sullivan and State of Tennessee, via Knoxville to the city of Chattanooga, in the County of Hamilton, State of Tennessee,
- (b) A line of railway extending from Cleveland, in the County of Bradley, in the State of Tennessee, to Dalton, in the County of Whitfield, State of Georgia,
- (c) A line of railway from Coltwah, in the County of James, State of Tennessee, to Red Clay, in the County of Whitfield, State of Georgia,
- (d) A line of railway from Selma, in the County of Dallas, State of Alabama, and extending thence northeasterly to the Georgia State line, and thence in the State of Georgia, through the County of Floyd, via Rome, in the last-named County, and through the Counties of Gordon and Whitfield, to the Town of Dalton, in the last-named County, and terminating at the point or points of connection with the Western and Atlantic Railroad and the other line of railroad of the East Tennessee, Virginia and Georgia, Railway Company hereinafter described,
- (e) A line of railway extending from Morristown, in the State of Tennessee, to Point Rock, at or near the State line between the States of Tennessee and North Carolina,
- (f) A line or railway extending from Rome, in the County of Floyd, in the State of Georgia, via Atlanta, and Macon, to Brunswick in the County of Glynn, in the State of Georgia, including an undivided one-half interest in a line of railway from Austell, Georgia, to Atlanta, Georgia,
- (g) A line of railway extending from Cochran to Hawkinsville, both in the County of Pulaski and State of Georgia,
- (h) A line of railway extending from Selma, in the County of Dallas and State of Alabama, via Mauderdale, to Meridian, in the County of Lauderdale, in the State of Mississippi,
- (i) One hundred and ninety-one locomotives, 127 passenger cars, 2836 box cars, 91 refrigerator cars, 3,065 coal cars, 30 coke cars, 85 charcoal cars, 517 flat cars, 141 maintenance-of-way cars, four derricks, three pile drivers, five-rock crushers, one steam shovel,

one commingary car,

- (j) All the machinery, tools, implements and other personal property of the East Tennessee, Virginia and Georgia Railway Company contained in and used in connection with the construction and repair shops of said East Tennessee, Virginia and Georgia Railway Company at Knoxville, Tennessee, at Macon, Georgia, at Atlanta, Georgia, and at Selma, Alabama, said machinery, tools, implements, etc, consisting of stationary engines, boilers, pumps, lathes, drilling machines, slotting machines, planing machines, files, chisels, wrenches, hoists, steam hammers, fans, forges, cranes, anvils, tongs, flattens, fullers, formers, sledges, paints, upholsterers' tools and patterns, etc.
- (k) Also all the machinery, tools implements and other personal property of the East Tennessee, Virginia and Georgia Railway Company not hereinbefore specifically described, which may be attached to or used in connection with the lines of railroad hereinbefore described.
- (l) Also all the property and premises mentioned and described in a certain instrument of conveyance in the nature of a mortgage, made by Samuel Thomas to the Central Trust Company of New York, dated April 15<sup>th</sup> 1883, and recorded in the Office of the Clerk of the Superior Court of Fulton County, Georgia, on June 30<sup>th</sup> 1883, in Mortgage Book H, pages 754-770 inclusive; and in the Office of the Clerk of the Superior Court of Bibb County, Georgia, on October 15<sup>th</sup> 1883, Book III, and folios 75-701 inclusive; also all the premises and property mentioned and described in a certain instrument of conveyance in the nature of a mortgage, made by Samuel Thomas to the Central Trust Company of New York, dated October 14, 1884, and recorded in the Office of the Superior Court at Fulton County, Georgia, on December 9<sup>th</sup>, 1884, in Book L, pages 795 et seq.
- (m) Also a majority in amount of the shares of the common stock of the Memphis and Charleston Railroad Company.
- (n) Also a majority in amount of the shares of the common stock of the Knoxville and Ohio Railroad Company.
- (o) All the lands, roadways, tracks, superstructures, rails, bridges, piers, wharves, viaducts, culverts, walls, fences, ways and rights of way, depots, station houses, buildings, and repair shops, machine shops, depot grounds and lands, siding buildings, structures, erections, improvements, leases, lease hold interests, contracts, choses in action, easements and privileges appertaining to or used or procured or designed to be used for the purpose of or in connection

with the aforesaid lines of railroad or the maintenance or operation of any part thereof; and all other rolling stock, if any, used or designated to be used upon or in the operation of said lines of railroad, and all other personal property and materials used in connection with the same and not herein before specifically set out.

The foregoing properties, real, personal, choses in action and franchises, being embraced in the lien of the Equipment and Improvement mortgage of the East Tennessee Virginia and Georgia Railway Company, dated September 1<sup>st</sup>, 1888, and sold in foreclosure of the same.

II.

And also:

- (a) The line of railroad, together with the branches thereof, known as the Walden's Ridge Railroad, extending from a point in the State of Tennessee, on the line of the Cincinnati, New Orleans and Texas Pacific Railroad, at or near Emory Gap, via Poplar Springs, to a connection with the Knoxville and Ohio Railroad, at or near the Town of Clinton, State of Tennessee.
- (b) The line of railroad known as the Rogersville Branch, or Tennessee and Ohio Railroad, extending from Rogersville Junction to Rogersville, in the County of Hawkins and State of Tennessee.
- (c) The line of railroad known as the Cincinnati, Selma and Mobile Railroad, extending from Elizabeth to Arvon through the Counties of Hale, Perry and Dallas, in the State of Alabama.
- (d) The line of railroad known as the Brierfield, Blocton and Birmingham Railway, extending from Montevallo to Blocton, through the Counties of Shelby, Bibb and Jefferson, all in the State of Alabama.
- (e) The line of railroad known as the Knoxville and Augusta Railroad, extending from Knoxville to Maryville, through the Counties of Knox and Blount, in the State of Tennessee.
- (f) The line of railroad, known as the Rome and Decatur Railroad, extending from Rome, Georgia, through the County of Floyd, State of Georgia, and the Counties of Cherokee and Etowah, in the State of Alabama, to Attalla, Alabama.
- (g) The line of railroad known as the Johnson City and Carolina Railroad, extending from Johnson City to Embrose, in the State of Tennessee.
- (h) Fifteen locomotives, 19 passenger cars, 92 box cars, 2 Refrigerator cars, 22 stock cars, 118 coal cars, 19 coke cars, 23 charcoal cars, 26 flat cars, and 8

maintenance of way cars,

(i) All machinery, tools and equipment of the East Tennessee, Virginia and Georgia Railway Company, used upon and in connection with the seven lines of railway last above described, and situated and used at various points on the same,

(j) All the lands, roadways, tracks superstructures, rails, bridges, piers, wharves, viaducts, culverts, walls, fences, ways and rights of way, depots, station houses, buildings and repair shops, machine shops, depot grounds and lands, siding buildings, structures, erections, improvements, leases, leasehold interests, contracts, choses in action, easements and privileges, appertaining to or used, or procured or designed to be used, for the purpose of or in connection with the aforesaid lines of railroad or the maintenance or operation or of any part thereof; and all other rolling stock, if any, used or designed to be used upon or in the operation of said lines of railroad, and all other personal property and materials used in connection with the same, and not heretofore specifically set out.

The foregoing properties, real, personal, choses in action and franchises, being embraced in the lien of the General Mortgage of the East Tennessee, Virginia and Georgia Railway Company, executed December 1, 1890, and sold in foreclosure of the same.

A more full and particular description of the property intended to be conveyed by this instrument being contained in said decree of the 4<sup>th</sup> of April, 1894, to which reference is hereby made;

Together with all the corporate estate, equity of redemption, rights, privileges, immunities and franchises of said East Tennessee, Virginia and Georgia Railway Company and all the tolls, fares, freights, rents, incomes, issues and profits of the said railroads, and all interest and claims and demands of every nature and description, and all the said mortgaged premises and property in said decree directed to be sold, at any time owned or acquired by, and now in the possession of said East Tennessee, Virginia and Georgia Railway Company, or the Receivers thereof;

To Have and to Hold, all and singular, the above-mentioned railroads, premises, rights, privileges, interests, bonds, stocks, franchises, lands, tenements, hereditaments, appurtenances and property, of every description, whether real, personal or mixed, hereinafter conveyed, or intended to be conveyed, of every description,



whether real, personal, or mixed, herein conveyed, or intended to be conveyed, unto the said Southern Railway Company, party of the second part, which is hereby invested with the same as fully and completely as said East Tennessee, Virginia and Georgia Railway Company, defendants in said suits in equity, or said Receivers, held or enjoyed, or were respectively entitled to hold or enjoy, or were seized, or entitled to, at the time of the entry of the said decree or at the time of the commencement of said suits, or which said Receivers, or either of them have since acquired; freed and discharged from the lien and encumbrances of the said two mortgages or deeds of trust, foreclosed or barred by the said decree, and freed from all equity of redemption of said mortgage or the East Tennessee, Virginia and Georgia Railway Company, and of all equity of redemption and of all other claims, all persons whomsoever, claiming or to claim under the said Railway Company, except as mentioned and reserved in said decree, as fully and absolutely as the said Receivers, or the said Trustee, may or ought, by virtue of said decree, to bargain, sell, release, assign or convey, but not including any lease of the Louisville Southern Railroad, which lease the purchaser does not assume or adopt.

It is hereby understood and agreed that no personal covenant or liability is to be implied from this deed against the parties of the first part or the party of the second part, except that they have not made any prior conveyance of the property herein mentioned or of any part thereof.

And Whereas, In order to expedite the recording of this deed six counterparts thereof, are, by order of the United States Circuit Court for the Eastern District of Tennessee simultaneously executed, acknowledged, and delivered by the parties of the first and second part to the party of the third part:

Now Therefore, This Indenture further witnesses, that although six counterparts are simultaneously executed, acknowledged, and delivered by the parties of the first and second part to the party of the third part, to the end that all or any one or more thereof may be recorded; any one or more of such counterparts, when executed, acknowledged, and delivered, shall severally or collectively be deemed to be an original, and for all intents and purposes be one instrument.

In Witness Whereof, The parties of the first party and the party of the second part have hereunto set their respective hands and seals the day and year first above written.

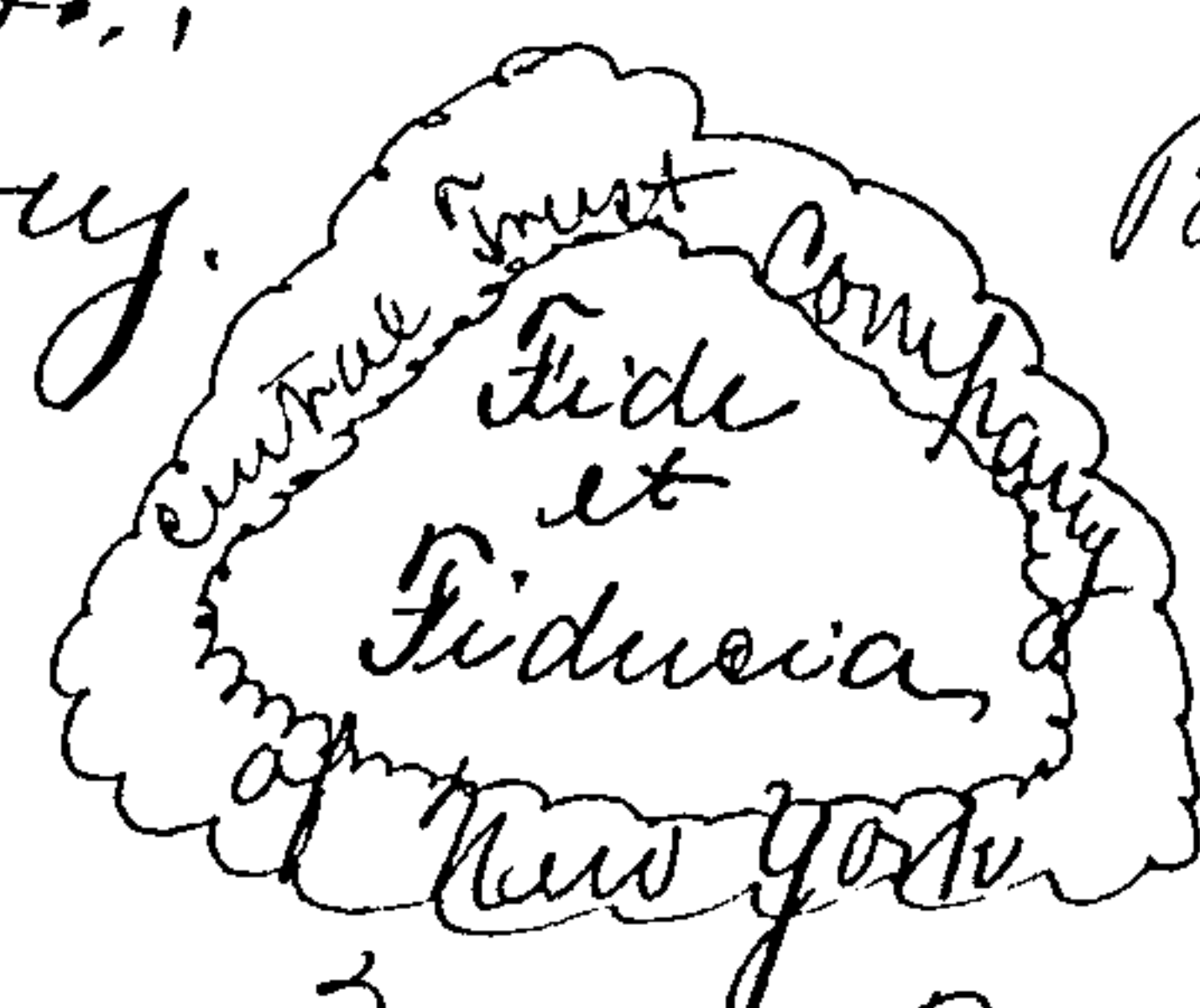
In Presence of  
Francis Lynde Stinson,  
John W. Caldwell;  
O. H. Harvey,

Samuel Spencer }  
Henry Fink } Receivers  
C. M. McGhee }

Comr. of Heeds for Ga. in Tenn.,  
Attesting Witnesses.

F. B. Smidt,  
Chas. Kelley, Jr.,  
Edwin F. Cory.

Central Trust Company } Trustees  
of New York }  
Ray G. Shuman,  
Vice-President.



State of Tennessee } Personally appeared before me,  
Knox County } John W. Caldwell, a Notary Public of  
the said County of Knox, in this State of Tennessee,  
duly and regularly appointed, commissioned and qual-  
ified within my said county, - Samuel Spencer,  
Henry Fink, and Charles M. McGhee, three of the  
within named grantors and bargainors, with whom  
I am personally acquainted, being the same persons  
described in and who executed the foregoing instrument,  
and they then and there being informed of the con-  
tents of the conveyance, severally acknowledged before  
me that they did each of them voluntarily sign,  
execute and delivered the within and foregoing  
instrument on the day the same bears date for the  
purposes therein contained.

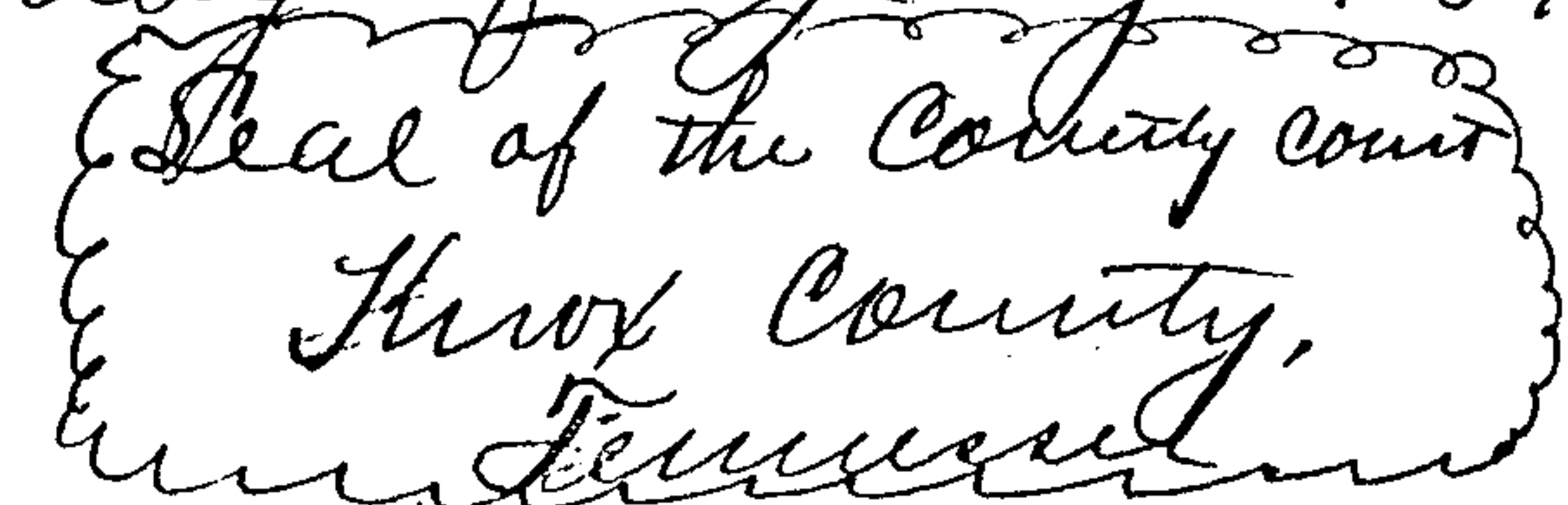
Witness my hand and Official Seal, at Office,  
this fourteenth day of July, 1894.

John W. Caldwell, Notary  
Public, Knox County, Tenn.

John W. Caldwell,  
Notary Public

State of Tennessee } J. J. W. Connor, Clerk of the County  
Knox County } Court aforesaid, hereby certify that  
John W. Caldwell, whose genuine signature is affixed to  
the annexed Jurat, was at the date of the same,  
an acting Notary Public for said County, duly  
commissioned and sworn, and all his  
acts as such are entitled to full faith  
and credit. Witness my hand and

Official Seal, at office in Knoxville, this 14<sup>th</sup>  
day of July 1894.



J. J. W. Connor  
Clerk.

State of Tennessee }  
Knox County } ss.:  
City of Knoxville }

I, Charles H. Harvey, Commissioner of Deeds for the State of Georgia, in Tennessee, duly and regularly appointed, commissioned, and qualified, do hereby certify that Samuel Spencer, Henry Cook and Charles M. McYhie, the within-named bargainors, to me personally known, this day came before me in person and severally signed, sealed and delivered the within and foregoing deed, and severally made due acknowledgment that they signed, sealed and delivered the same for the purposes therein stated. And I do further certify that Francis Lynde Stetson, John D. Caldwell and myself signed said instrument in attestation of the execution thereof by said Joshua W. Caldwell.

In Witness whereof, I have hereunto set my hand and official seal, this 14<sup>th</sup> day of July, 1894.

Signed, sealed and delivered

in the presence of  
Francis Lynde Stetson  
John D. Caldwell  
C.H. Harvey,

C.H. Harvey, Commissioner  
of Deeds for the State of Georgia

In Tennessee }  
C.H. Harvey }  
{ Commissioner of the }  
{ State of Georgia }  
In Tennessee, at }  
{ Knoxville }

Comm of Deeds for Ga. in Tenn

State of New York } ss.:

City and County of New York }

On this 16<sup>th</sup> day of July 1894, in the City of New York, personally appeared before me, Frank B. Smidt, a Notary Public of the said City and County of New York, in the State of New York, duly and regular appointed, commissioned, and qualified, G. Sherman, one of the Vice Presidents of the Central Trust Company of New York, the corporation of that name described in and which executed the foregoing instrument, as one of the grantors and bargainors therein, I being personally acquainted with the said G. Sherman, and knowing him to be one of the Vice Presidents of the said Corporation; and he then and there, being informed of the contents of the said conveyance, acknowledged before me that he voluntarily executed and delivered the within instrument on the day that the same bears date, for the purposes therein contained, and as and for the act of the said Central Trust Company of New York, being therein duly authorized.

And the said G. Sherman, being by me duly sworn, did depose and say that he resides at

16 West 20<sup>th</sup> Street, in the City of New York; that he is one of the Vice-Presidents of the Central Trust Company of New York, one of the within named grantors and bargainors, being the same corporation of that name described in and which executed the foregoing instrument, and that the seal thereunto annexed is the seal of the said Central Trust Company of New York, and that the same was thereunto duly affixed by authority and direction he signed his name thereunto in behalf of the said corporation. Witness my hand and official seal at my office in the City of New York, this sixteenth day of July, 1894.

Frank B. Smidt,  
Notary Public  
New York County.

Frank B. Smidt,  
Notary Public (289)  
N. Y. Co

State of New York } ss:  
City and County of New York }

J. Henry P. Purroy, Clerk of the City and County of New York, and also Clerk of the Supreme Court for the said City and County, the same being a Court of Record, do hereby certify that Frank B. Smidt, whose name is subscribed to the Certificate of the proof or acknowledgment of the annexed instrument, and thereon written, was, at the time of taking such proof or acknowledgment, a Notary Public in and for the City and County of New York, dwelling in the said City, commissioned and sworn, and duly authorized to take same. And further, that I am well acquainted with the handwriting of such Notary and verily believe that the signature to the said certificate of proof or acknowledgment is genuine.

In Testimony whereof, I have hereunto set my hand and affixed the seal of the said Court and County, the 17<sup>th</sup> day of July, 1894.

New York  
Seal.

Henry P. Purroy,  
Clerk.

State of New York } ss.:3  
City and County of New York }

J. Edwin A. Corey, a Commissioner of Deeds for the State of Georgia duly commissioned and qualified and residing in the City and County of New York, hereby certify that I did see the within-mentioned George Sherman, who is known to me to be the Vice-President of the Central Trust Company of New York, sign the within instrument of writing as such Vice-President, and heard him acknowledge that he executed the same and affixed the Corporate

seal of said Company thereto as the act and deed of said Company for the uses and purposes therein expressed, and that I and the said Frank B. Smidt and Charles Kelly, Jr. did attest said instrument as subscribing witnesses in the presence of said George Sherman and of each other.

Witness my hand and official seal, this 17<sup>th</sup> day of July, A. D. 1894.

Edwin T. Corey,  
Commissioner of  
Deeds for  
Georgia.

Edwin T. Corey, Commissioner  
of Deeds for the State of Georgia  
in New York

Office: No. 66 Wall Street, New York

State of Alabama }  
Shelby County } J. Geo. S. Leeper, Judge of Probate,

in and for said County do hereby certify that the above and foregoing Receivers' and Trustees' Deed was filed in this Office for Record at 8:15 A. M. on the 26<sup>th</sup> day of Oct. 1894 & Recorded as above.

J. Geo. S. Leeper,  
Judge of Probate