This Indenture entered into this ninth day of January 1904, by and between the Louisville & Nashville Railroad Company, a corporation created and organized under the laws of the State of Kentucky, and hereinafter denominated the Louisville Company; the Birmingham Mineral Railroad Company, a corporation created and organized under the laws of the State of Alabama, and hereinafter denominated the Birmingham Company; and the Central Trust Company of New York, a corporation created and organized under the laws of the State of New York, as trustee under mortgage or deed of trust made by the Louisville & Nashville Railroad Company and bearing date June 2, 1890, and hereinafter denominated the Trustee, Witnesseth:

That, whereas, the Louisville Company and the Trustee entered into an agreement of mortgage in writing dated the second day of June 1890, and known as the Unified Mortgage, which was duly executed and recorded, whereby the Louisville Company conveyed to the Trustee, for the purpose of securing two series of bonds, therein particularly described, one series of coupon bonds of the denomination of $1,000 each, and the other series of registered bonds of the denomination of $5,000 each, amounting in the aggregate to $75,000,000, payable on the first day of July, 1940, in gold coin of or equal to the present standard of weight and fineness, and interest thereon, in the meantime, at the rate of four per cent per annum, its main line of railroad and certain divisions and branches of its railroad, therein particularly described, and other appurtenant property, and rolling stock, and all rights, franchises, privileges and immunities of the Company in respect of and pertaining or relating to said main line, divisions or branches, and all additional railroads which the Company might thereafter construct or acquire, (on account of the construction or acquisition of which bonds secured by said agreement of mortgage shall be certified and delivered as therein provided), together with all property, real, personal and mixed, and all equipment, rolling stock, rights and privileges, franchises and immunities of the Company in respect of and pertaining or relating to such extensions or additional railroads, or to any of them; and also pledged to said Trustee, to secure said series of bonds, the certain shares of capital stock therein particularly mentioned, and the

Also extensions of said main line, divisions or branches

certain first mortgage bonds therein particularly mentioned, and all and every other interest, claim, demand, franchise or right of the Company in or to the railroads of the several companies, and other property represented by the capital stocks and first mortgage bonds therein mentioned in said agreement of mortgage, or flowing from, or inhering in, or pertaining to the same, then held or owned by the Company, subject, however, as to the Company's main line, divisions and branches therein described and conveyed subject to certain prior liens created by certain prior mortgages therein described, and, Whereas, the Louisville Company is the owner of all the capital stock of the Birmingham Company, and the said stock, with the exception of 150 shares which is deposited in the Treasury of the Louisville & Nashville Railroad Company, is deposited with the Trustee under said Unified mortgage of June 2, 1890, and, Whereas, the Birmingham Company is about to convey to the Louisville Company all its property, rights and franchises, Now, Therefore, in order that the security of the bondholders under said Unified Mortgage may be in no wise impaired and that no lien may attach which could possibly be construed superior to the rights of said bondholders, the Louisville & Nashville Railroad Company for the consideration stated and Ten Dollars cash in hand paid, the receipt of which is hereby acknowledged, does hereby bargain, sell, convey and confirm to the Central Trust Company of New York, as Trustee under said Unified Mortgage, all right, title and interest which the said Railroad Company now has or may hereafter acquire to the property and franchises of the Birmingham Mineral Railroad Company. And the said Birmingham Mineral Railroad Company joins in this conveyance for the purpose of passing to said Trustee all its title and interest in said property, rights and franchises for the purposes of said Unified Mortgage. The property, rights and franchises hereby conveyed are specifically described as follows:

All right, title, interest and claim to the railroads of the said Birmingham Mineral Railroad Company, the said railroads being described as follows:

Blue Creek Extension: Beginning at Bessemer in the county of Jefferson, State of Alabama, and extending in a south-

westerly direction through the counties of Jefferson, Tuscaloosa and Bibb to Blocketon Junction, a distance of 27.35 miles; all in the State of Alabama.

Connellsville Branch: Beginning at a point in Jefferson County on the Blue Creek extension about 400 feet south of mile post 420, and extending in a westerly and northerly direction a distance of 1.74 miles; all in Jefferson County Alabama.

Dudley Branch: Beginning at Yolande in the County of Tuscaloosa and on the Blue creek extension, and extending in a westerly direction to Brookwood, a distance of 8.43 miles, all in Tuscaloosa County, Alabama.

Davis Creek Branch: Beginning at a point on the Blue Creek extension at Abernant station in Tuscaloosa County and extending in a southwesterly direction a distance of 1.52 miles all in Tuscaloosa County Alabama.

Pioneer Branch: Beginning at a point on the Blue creek extension at Chanlee Station in Tuscaloosa County and extending in a northwesterly direction to Gothite a distance of 4 miles; all in Tuscaloosa County Alabama.

Coffee Creek Branch: Beginning at a point on the Pioneer Branch at Coffee Junction Tuscaloosa County and extending in an easterly direction 1.03 miles, all in Tuscaloosa County Alabama

Huntsville Branch No. 1, Beginning at Bessemer, Jefferson County, and extending in an northeasterly direction to connection with the South and North Alabama Railroad at Boyles, a distance of 15.75 miles, all in Jefferson County, Alabama.

Huntsville Branch No. 2: Beginning at Boyles station on the South & North Alabama railroad in the County of Jefferson and extending in a northwesterly direction through Jefferson & Blount Counties to a Junction on the Oneonta & Attalla Railroad a distance of 36.13 miles: All in the State of Alabama.

Dolcito Branch: Beginning at a point on the Huntsville Branch No. 2, at Dolcito Junction Jefferson County and extending in an easterly direction .86 of a mile; all in Jefferson County, Alabama.

Deep Creek Spur: Beginning at a point on the

Huntsville Branch No. 2, at Palmer, Jefferson County, and extending in a westerly direction a distance of 4.39 miles all in Jefferson County, Alabama.

Dixiana Branch: Beginning at a point on the Self Creek Spur 400 feet south of mile post 408 in Jefferson County, and extending in a southerly direction .52 of a mile; all in Jefferson Co., Ala.

Gurley Creek Spur: Beginning at a point on the Huntsville Branch No. 2 at Village Springs, Jefferson County, and extending in a northerly and northwesterly direction to Compton, a distance of 3.32 miles; all in Jefferson County, Alabama.

Gate City Branch: Beginning at a point on the South & North Alabama Railroad at Boyles station, Jefferson County, and extending in a northeasterly direction to Trussville, a distance of 17.14 miles, all in Jefferson County, Alabama.

Morrow Gap Branch: Beginning at a point on the Gate City Branch at Morrow Gap, Jefferson County, and extending in a westerly direction to Corbo, a distance of .86 of a mile; all in Jefferson County, Alabama.

North Branch: Beginning at a point on the South & North Alabama Railroad at Magella, Jefferson County, and extending in a southwesterly direction to Brick Yard "Y", a distance of 8 miles, all in Jefferson County, Alabama.

South Branch: Beginning at a point on the South & North Alabama Railroad at Groces Station, Jefferson County, and extending in a southwesterly direction to a junction with the Huntsville Branch No. 1 and the Blue Creek extension at Bessemer, a distance of 11.76 miles all in Jefferson County, Alabama.

Reeders Gap Branch: Beginning at a point on the South Branch at Reeders, Jefferson County, and extending in a southwesterly direction 1.27 miles, all in Jefferson County, Alabama.

Miscoda Branch: Beginning at a point on the South Branch at Miscoda Junction, Jefferson County, and extending in a southerly direction about 3300 feet to the head block of a switch back, and thence in a northeasterly direction about 6900 feet, a total length of 1.93 miles; all in Jefferson County, Alabama.

Fossil and Spring Gap Branches: Beginning at a point on the South Branch at Minetka, Jefferson County, and extending

in a westerly direction a distance of 3.34 miles, all in Jefferson county, Alabama.
Helena and Blocton Branch: Beginning at a point on the South & North Alabama Railroad at Tacoa, Shelby county, and extending in a southwesterly direction to a connection with the Birmingham, Brierfield & Blocton railroad at Gurley Junction, a distance of 10.45 miles, all in Shelby county, Alabama.
Red Gap Branch: Beginning at a point on the South & North Alabama Railroad near Gracey station, Jefferson county, and extending in a northeasterly direction to a connection with the Gate City Branch at Red Gap Junction a distance of 10.10 miles; all in Jefferson county, Alabama.
Also all of the Spurs, side tracks used and operated in connection with the above described branches, and also the road-bed, tracks, rights of way, culverts, bridges, trestles, fences, depots, station houses, machine shops and other buildings and the several lots, pieces and parcels of land on which the same are or may be erected, forming part of said railroads or in any manner appertaining thereto, now owned by said Birmingham Mineral Railroad Company, and also all things in action, contracts, leases, claims and demands which it may own, and the rights, privileges and franchises of said Company in respect of and pertaining to said line of railroad, and all property of every kind and nature, real and personal, owned by said Birmingham Mineral Railroad Company.
To Have And To Hold the said railroad, property, rights and franchises to the Trustee and its successors and assigns for the purposes stipulated in said agreement of mortgage dated the second day of June, 1890, subject nevertheless to the lien of any of a certain mortgage or deed of trust bearing date the 1st day of November, 1887, made by the Birmingham Mineral Railroad Company to the Farmers' Loan and Trust Company to secure the payment of an issue of bonds of the said Birmingham Mineral Railroad Company, and to a supplemental mortgage to the same Trustee bearing date April 2 1888. All of the terms, stipulations and provisions of said agreement of mortgage given as aforesaid by the Louisville & Nashville Railroad Company to the Central Trust Company of New-York shall apply to the railroad, property, rights and fran-

chises hereby conveyed, as fully as if said railroad, property, rights and franchises had been embraced in said agreement of mortgage dated the second day of June, 1890.

The Louisville Company and the Birmingham Company jointly and severally covenant with the Trustee that whenever required by the Trustee they will grant, convey, transfer, assign and set over unto the Trustee the estate, right, title and interest of the Louisville Company and the Birmingham Company of, in and to all real and personal estate, corporate rights and franchises which in any way or manner the Louisville Company and the Birmingham Company or either of them, shall at any time acquire as appurtenant to or for the use of the line of railroad and property herein granted and conveyed or intended so to be, and also that they and each of them will do, execute, acknowledge and deliver or cause to be done, executed, acknowledged and delivered all and every such other acts, deeds or conveyances, transfers and assurances for the better assuring, conveying, transferring and confirming unto the Trustee all and singular the premises, estates and property hereby conveyed or intended so to be as it shall require for better accomplishing the provisions and purposes of this indenture.

The Louisville Company and the Birmingham Company are solely responsible for the truth of the recitals herein contained.

In Witness Whereof, the parties hereto have subscribed their corporate names and caused their corporate seals to be hereunto affixed by their duly authorized officers.

Executed in triplicate the date above written.

Louisville & Nashville Railroad Company
By M. H. Smith, President

Louisville & Nashville Railroad Co.

Attest: W. H. Bruce
Assistant Secretary

Birmingham Mineral Railroad Company

Birmingham Mineral Railroad Company
By Walker D. Hines
Vice-President.

Attest: W. H. Bruce.
Asst. Secretary

Central Trust Company of New York

Central Trust Company of New York, as trustee under the mortgage deed of trust made by the Louisville & Nashville Railroad Company bearing date June 2. 1890.
By E. Francis Hyde
Second Vice President.

Attest:
F. L. Grant
Asst. Secretary.

State of Kentucky,
Jefferson County, } I, G. W. B. Olmstead, a Notary Public in and for said State and County hereby certify that W. H. Smith and W. H. Bruce, whose names are signed to the foregoing instrument as President and Assistant Secretary respectively of the Louisville & Nashville Railroad Company, who are known to me, and known to me to be such President and Assistant Secretary, acknowledged before me on this day, that being informed of the contents of said instrument, they, and each of them, as such President and Assistant Secretary, executed the same voluntarily on the day the same bears date, for and in behalf of the Louisville & Nashville Railroad Company and as the act and deed of said corporation, under authority of the Board of Directors of said corporation. And the said W. H. Bruce whose name is signed to said instrument as Assistant Secretary of said Louisville & Nashville Railroad Company, being duly sworn further acknowledged, deposed and said that he knows the corporate seal of said corporation; that the seal affixed to said instrument is the genuine corporate seal of said corporation; that said seal was thereto affixed by him as such Assistant Secretary by authority of the Board of Directors of said corporation.
Given under my hand and seal of office this 11th day of January 1904. My commission expires January 29, 1906.

G. W. B. Olmstead
Notary Public,
Jefferson Co., Ky.

Geo. W. B. Olmstead Notary Public Jefferson Co. Ky.

State of Kentucky,
Jefferson County } I, G. W. B. Olmstead, a Notary Public in and for said State and County hereby certify that Walker D. Hines and W. H. Bruce, whose names are signed to the foregoing instrument as Vice President and Assistant Secretary respectively of the Birmingham Mineral Railroad Company, who are known to me, and known to me to be such Vice President and Assistant Secretary, acknowledged before me on this day, that being informed of the contents of said instrument, they, and each of them, as such Vice President and Assistant Secretary, executed the same voluntarily on the day the same bears date,

for and in behalf of the Birmingham Mineral Railroad Company and as the act and deed of said corporation, under authority of the Board of Directors of said corporation.
And the said W. H. Bruce whose name is signed to said instrument as Assistant Secretary of said Birmingham Mineral Railroad Company, being duly sworn further acknowledged, deposed and said that he knows the corporate seal of said corporation; that the seal affixed to said instrument is the genuine corporate seal of said corporation; that said seal was thereto affixed by him as such Assistant Secretary by authority of the Board of Directors of said corporation.

Geo. W. B. Olmstead Notary Public Jefferson Co.

Given under my hand and seal of office this 11th day of January 1904. My Commission expires January 29, 1906.

G. W. B. Olmstead
Notary Public,
Jefferson Co., Ky.

State of New York,
New York County. } I, W. H. Smith a Notary Public authorized to act in and for said State and County hereby certify that E. Francis Hyde and F. L. Grant whose names are signed to the foregoing instrument as 2 Vice President and Asst Secretary respectively of the Central Trust Company of New York, who are known to me, and known to me to be such 2 Vice President and Asst Secretary, acknowledged before me on this day, that being informed of the contents of said instrument, they, and each of them as such 2 Vice President and Asst Secretary, executed the same voluntarily on the day the same bears date, for and in behalf of the Central Trust Company of New York and as the act and deed of said corporation, under authority of the Board of Trustees of said corporation
And the said F. L. Grant whose name is signed to the said instrument as Asst Secretary of the said Central Trust Company of New York, being duly sworn further acknowledged, deposed and said that he knows the corporate seal of said corporation; that the seal affixed to said instrument is the genuine corporate seal of said corporation; that said seal was thereto affixed by him as such Asst Secretary by authority of the Board of Trustees of said corporation. Given under my hand and seal of office this the 29th day of January 1907. My Commission expires 30th day of March 1905

William H. Smidt Notary Public Rockland County. Cert. Filed in N.Y. Co.

W. H. Smidt Notary Public, Rockland Co.,
Certificate Filed in New York Co.

Filed for record on March 30th 1904, recorded
A P Longshore
Judge of Probate