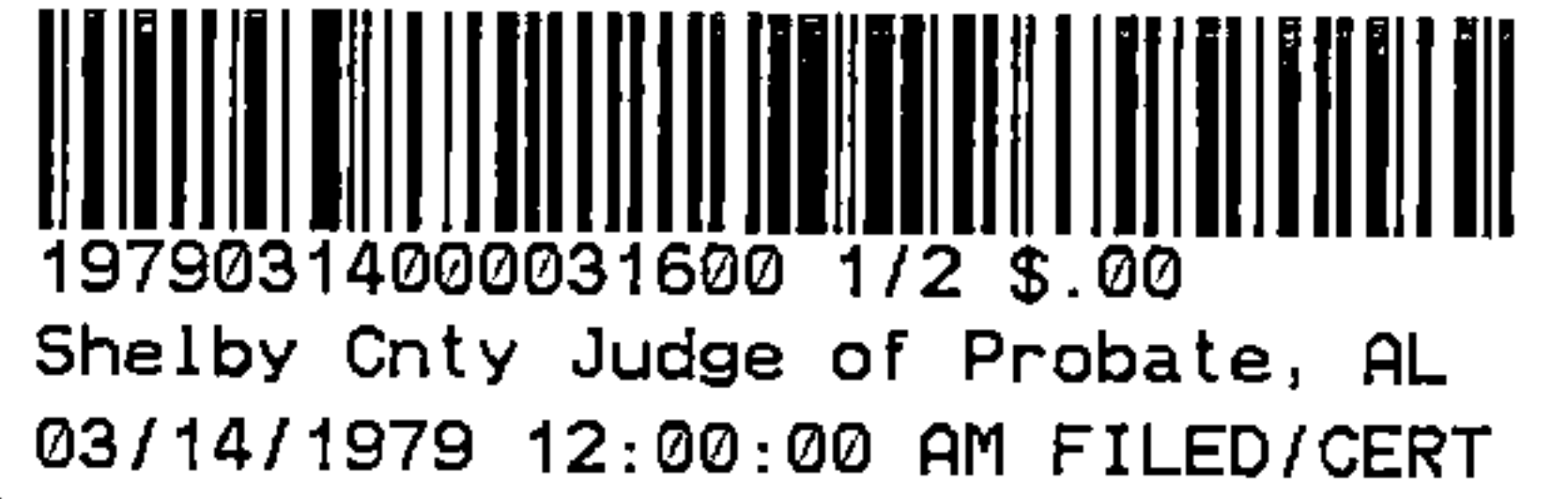


STATE OF ALABAMA

MONTGOMERY COUNTY



BEFORE THE ALABAMA STATE DEPARTMENT OF REVENUE:

Comes Petitioner, Seaboard Coast Line Railroad Company, a Virginia corporation, (hereinafter called Petitioner) and presents its petition to the State Department of Revenue (hereinafter called Department), asking the Department to determine whether the mortgage privilege tax under Title 40 §40-22-2, Code of Alabama (1975) is due upon the recordation in Alabama of the following described instruments: (1) the Fourth Supplemental Indenture to the Atlantic Coast Line Railroad Company (hereinafter called ACL) First (formerly General) Mortgage, dated as of March 1, 1950, as supplemented, modified and amended, to United States Trust Company of New York and William M. Howell (Roger L. Main, his successor), Trustees; and (2) the Fourth, Fifth, Sixth and Seventh Supplemental Indentures to the Seaboard Air Line Railroad Company (hereinafter called SAL) First Mortgage, dated as of January 1, 1946, as supplemented and amended, to Mercantile Trust Company of Baltimore and Nelson H. Stritehoff, Trustees (Mercantile-Safe Deposit and Trust Company being the successor and sole Trustee); which instruments cover property located in the following counties in Alabama: Bullock, Calhoun, Chambers, Cherokee, Clay, Cleburne, Coffee, Crenshaw, Dale, Henry, Houston, Jefferson, Macon, Montgomery, Pike, Randolph, Russell, St. Clair, Shelby, and Talladega.

Upon consideration of said petition and the evidence offered in support thereof, the Department finds as follows:

1. All of the bonds issued under the following described supplemental indentures (hereinafter referred to jointly as Supplemental Indentures) were nominally issued and are additional security for debts upon which the Alabama mortgage privilege tax has been previously paid in full:

- a. Fourth Supplemental Indenture, dated as of August 1, 1952, to the Atlantic Coast Line Railroad Company First (formerly General) Mortgage, dated as of March 1, 1950;

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b. Fourth Supplemental Indenture, dated as of April 1, 1968, to the Seaboard Air Line Railroad Company First Mortgage, dated as of January 1, 1946;

c. Fifth Supplemental Indenture, dated as of July 1, 1972, to the Seaboard Air Line Railroad Company First Mortgage, dated as of January 1, 1946;

d. Sixth Supplemental Indenture, dated as of January 1, 1976, to the Seaboard Air Line Railroad Company First Mortgage, dated as of January 1, 1946;

e. Seventh Supplemental Indenture, dated as of December 1, 1978, to the Seaboard Air Line Railroad Company First Mortgage, dated as of January 1, 1946.

2. The Alabama mortgage privilege tax is not due in connection with the Supplemental Indentures or the recordation thereof because of the matters referred to in paragraph 1. hereof.

3. The Supplemental Indentures cover property located in the following counties of the State of Alabama:

Bullock  
Calhoun  
Chambers  
Cherokee  
Clay  
Cleburne  
Coffee  
Crenshaw  
Dale  
Henry  
Houston  
Jefferson  
Macon  
Montgomery  
Pike  
Randolph  
Russell  
St. Clair  
Shelby  
Talladega

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STATE OF ALABAMA  
JUDGE OF PROBATE

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THOMAS A. BROWN, JR.  
JUDGE OF PROBATE

It is, therefore, ordered by the State Department of Revenue that the Judges of Probate of the counties listed in paragraph 3. hereof accept the Supplemental Indentures for record without the payment of any mortgage privilege tax, but upon the payment of such recording fees as may be due.

Done at the Capitol, Montgomery, Alabama, this 5<sup>th</sup> day of March, 1979.

Attest:

*[Signature]*  
Secretary

STATE DEPARTMENT OF REVENUE

*[Signature]*  
Commissioner of Revenue