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RELEASE & DISCHARGE

00945

KNOW ALL MEN BY THESE PRESENTS:

THAT

WHEREAS, Central of Georgia Railway Company, hereinafter called the "Railway", a corporation organized and existing under and by virtue of the laws of the State of Georgia, and The Citizens and Southern National Bank, hereinafter called the "Trustee", a corporation organized and existing under the laws of the United States of America, executed and delivered a General Mortgage dated January 1, 1948, and supplemented as of June 6, 1972 to be effective as of June 1, 1971, hereinafter, as supplemented, called the "General Mortgage"; and

WHEREAS, the General Mortgage authorized the issuance of not more than \$1.736 million aggregate principal amount of Railway's General Mortgage 4-1/2% Income Bonds, Series A, due January 1, 2020, the "Series A Bonds", and an unlimited aggregate principal amount of Railway's General Mortgage 4-1/2% Income Bonds, Series B, due January 1, 2020, the "Series B Bonds", sometimes collectively referred to as the "Bonds", both issuable as fully registered bonds without coupons; and

WHEREAS, \$1.736 million aggregate principal amount of Railway's Series A Bonds and \$12.5424 million of Railway's Series B Bonds were actually issued; and

WHEREAS, the Railway consolidated with Wrightsville and Tennille Railroad Company, Georgia & Florida Railway Company and Savannah & Atlanta Railway Company into a new company known as Central of Georgia Railroad Company (Successor Railway), said consolidation having been authorized by the Interstate Commerce Commission in Finance Docket No. 25979 and related dockets decided January 29, 1971, and April 23, 1971, and said new corporation's Articles of Incorporation having been certified by the Secretary of State of Georgia to become effective on the 1st day of June, 1971; and

WHEREAS, Successor Railway has well and truly paid, or caused to be paid, as of June, 1964 through the operation of a sinking fund, the whole amount of the principal moneys and interest due upon all of the Series A Bonds then outstanding, and has paid, or caused to be paid as of April 1, 1980, the whole amount of the principal moneys and interest due upon all of the Series B Bonds then outstanding, and has also paid all other sums payable under the General Mortgage

CABANISS, JOHNSTON, GARDNER,
DUMAS & O'NEAL

1900 FIRST NATIONAL SOUTHERN NATURAL BUILDING
BIRMINGHAM, ALABAMA 35203

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Shelby Cnty Judge of Probate, AL
02/12/1981 12:00:00 AM FILED/CERT

by the Successor Railway, and has well and truly kept and performed all the things required to be kept and performed by it according to the true intent and meaning of the General Mortgage; and Successor Railway has thereby paid and discharged all of its obligations under the General Mortgage; and

WHEREAS, Successor Railway has demanded that the Trustee discharge the General Mortgage and has demanded that the Trustee deliver for filing instruments of satisfaction with respect to the General Mortgage;

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NOW THEREFORE, in consideration of the premises and the sum of One Dollar to it paid, receipt of which is hereby acknowledged, the Trustee does hereby release and quitclaim forever unto Successor Railway, its successors and assigns, all and every estate, property, right, title, interest, and demand which the Trustee may have under the General Mortgage to the property described in the General Mortgage and agrees that the estate, rights, title, and interest granted by the General Mortgage to the Trustee have ceased, determined, and become null and void; the Trustee further agrees that the General Mortgage and all liens created thereby may be cancelled, discharged, satisfied, and released of record, and hereby does so discharge the General Mortgage from record, authorizing any recording officer in whose office the General Mortgage shall have been recorded to cancel the General Mortgage upon the records in his office.

The Trustee hereby acknowledges the satisfaction and discharge of the General Mortgage, and agrees that the General Mortgage has ceased to be of further effect.

This Release & Discharge, including the foregoing cancellation, discharge, satisfaction and reconveyance, is made and accepted without representation, warranty or covenant of any kind, either expressed or implied, in law or in equity, of the undersigned, and notwithstanding the satisfaction of the General Mortgage, the Successor Railway will indemnify the Trustee and hold it harmless against any and all expense or liability, incurred without negligence or bad faith, ascertained or incurred by the Trustee after the satisfaction of the General Mortgage arising out of or based upon any matter connected with the trust created by said General Mortgage.

This instrument is executed in a number of counterparts for the convenience of recording, each part so executed being an original, and the counterparts together constitute the same instrument which shall be sufficiently evidenced by an original counterpart.



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IN WITNESS WHEREOF, the Trustee has caused this instrument to be executed in its corporate name, and its corporate seal to be affixed and attested by officers duly authorized as of this 7th day of November, 1980.

THE CITIZENS AND SOUTHERN NATIONAL
BANK, as Trustee

[Corporate Seal]

By

[Signature]
Vice President

ATTEST:

[Signature]
Assistant Secretary



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Signed, sealed and acknowledged
in the presence of:

[Signature]
Attesting Witness

[Signature]
Notary Public,
~~Chatham~~ County, Georgia
DeKalb

This instrument was prepared by:
Joseph C. Dimino, Esq.
P. O. Box 1808
Washington D.C. 20013

STATE OF GEORGIA)
COUNTY OF CHATHAM) ss.:

I, A. Pess a Notary Public in and
for the State and County aforesaid, do hereby certify that
DEADWYLER, whose name as Vice President of
THE CITIZENS AND SOUTHERN NATIONAL BANK, and ANTHONY A. GUTHRIE
, whose name as Assistant Secretary of The Citizens
and Southern National Bank, a corporation, are each signed
to the foregoing instrument, and each of whom is known to
me, acknowledged before me on this day, being informed of the
contents of the foregoing instrument, that, as such Officers
and with full authority, they executed the same voluntarily
for and as the act of said Corporation, and that the seal
affixed to said instrument is the corporate seal of said
corporation and was affixed by authority of its Board of
Directors.

Witness my hand and seal this 7th day of November, 1980.

A. Pess
DeKalb
Notary Public, ~~Chatham~~ County,
Georgia.

(Notarial Seal)



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The General Mortgage, dated January 1, 1948, and the supplemental instrument, effective as of June 1, 1971, both of which are referred to in the foregoing Release and Discharge were recorded in the following named offices of the Judge of Probate, as indicated hereinafter:

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<u>Probate Office</u>	<u>General Mortgage</u>	<u>Supplemental Instrument</u>
Barbour County	Book 164, p. 47	Book C-12, p. 330
Bullock County	Book 210, p. 298	Book 264, p. 747
Chambers County	Book 235, p. 328	Book 358, p. 175
Clay County	Book 120, p. 541	Mortgage Record 184, p. 609
Coosa County	Book 171, p. 586	Mortgage Record 221, p. 994
Covington County	Book 334, p. 197	Book 654 of R.P., p. 280
Crenshaw County	Book 205, p. 139	Book 288, p. 184
Dale County	Book 178, p. 48	Mortgage Record Vol. 83, p. 593
Geneva County	Book 304, p. 235	Mortgage Book 34, p. 913
Henry County	Book 247, p. 97	Mortgage Record 319, p. 54
Houston County	Book 288, p. 167	Book 310, p. 103
Jefferson County (Birmingham Division)	Book 4140, p. 179	Real Volume 868, p. 248
Lee County	Book 313, p. 437	Book 896, p. 182
Macon County	Book 236, p. 95	Volume 344, p. 103
Montgomery County	Book 637, p. 396	Real 1309, p. 929
Pike County	Book 204, p. 163	Mortgage Book 333, p. 33

STATE OF ALABAMA, CHAMBERS COUNTY.

I hereby certify that this instrument was filed in my office for record on the 28th day of Jan
 19 81 at 8:00 o'clock A M. and was duly recorded on the _____ day of _____
 19 _____ in (_____) Book _____ at Page _____, and that the following tax has been paid thereon:
 Mortgage Tax \$ _____
 Deed Tax \$ _____

Q. A. Alsdorff
 Judge of Probate



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 Shelby Cnty Judge of Probate, AL
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<u>Probate Office</u>	<u>General Mortgage</u>	<u>Supplemental Instrument</u>
Randolph County	Book 134, p. 93	Mortgage Record 203, p. 94
Russell County	Book 80, p. 95	Volume 494, p. 815
Shelby County	Book 206, p. 649	Book 325, p. 301 ✓
St. Clair County (Ashville Division)	Book 124, p. 89	Book 185, p. 86
St. Clair County (Pell City Division)	Book 59, p. 65	
Talladega County	Book 305, p. 399	Book 591, p. 565
Tallapoosa County	Book 287, p. 209	Volume 455, p. 280

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STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1981 FEB 12 AM 10:14

F. Roman A. J. J.
JUDGE OF PROBATE

Rec. 980
100
1080

002.00 : - A
009.00 : - A
018.00 : : TL

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STATE OF ALA.
MORTGAGE DEPT.
I CERTIFY THIS INSTRUMENT

FEB 9 10 02 AM 1981

F. Roman A. J. J.
JUDGE OF PROBATE