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The recitals herein contained are based only on representations made by Piedmont and Northern Railway Company, and Morgan Guaranty Trust Company of New York accepts no responsibility for the statements herein contained.

IN WITNESS WHEREOF, Morgan Guaranty Trust Company of New York, Trustee, has caused its corporate name to be hereunto subscribed by its Vice President, attested by its Secretary or Assistant Secretary, and its corporate seal to be hereunto affixed on the 19th day of June, 1964.

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, AS TRUSTEE,

By *[Signature]*
Vice President

ATTEST:

[Signature]
Assistant Secretary

Signed, Seal and Delivered in the presence of:

[Signature] P. J. Crooks
[Signature] T. D. Hoag

