

AFFIDAVIT OF TRUE CONSIDERATION

VOL 39 PAGE 4

STATE OF TEXAS X
COUNTY OF HARRIS X

February 4th, 1974
#19404

Deed Book 993 page 311

The undersigned, being duly sworn, states that the Warranty Deed of even date herewith conveying real property in Greenville County, South Carolina, executed by E. B. Wellman, President of Gulf Atlantic Warehouse Co., and delivered to Anderson, Clayton & Co. is an instrument made pursuant to the transfer of all of the assets in the state of South Carolina of the Grantor, Gulf Atlantic Warehouse Co., a corporation, pursuant to a plan of reorganization adopted by its Board of Directors on December 19, 1972 and that such transfer does not constitute a sale. Pursuant to such plan of reorganization, all assets of Gulf Atlantic Warehouse Co. are being transferred to Anderson, Clayton & Co., the sole shareholder of all outstanding capital stock of Gulf Atlantic Warehouse Co., and all of such outstanding stock is being cancelled on even date herewith.

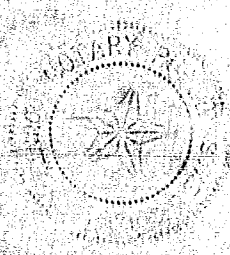
Dated this 31st day of December, 1973.

GULF ATLANTIC WAREHOUSE CO.

By: R. L. Horton
R. L. Horton, Vice President

SUBSCRIBED AND SWORN TO before me, the undersigned authority, on this 30th day of January, 1974.

Rita J. Pittard
Notary Public in and for Harris
County, Texas



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