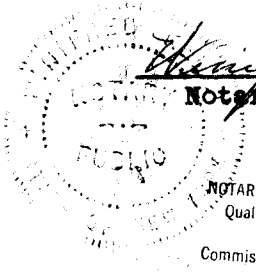


STATE OF NEW YORK
COUNTY OF NEW YORK

PERSONALLY appeared before me JOAN ULBRICH
and made oath that she saw the within named JAMES TALCOTT,
INC. by William M. Healey, Assistant Vice President, sign,
affix the corporate Seal, and as the Act and Deed of the
said Corporation, deliver the within written deed, and
that she with JOSEPHINE LLOYD witnessed the execution
thereof.

Sworn to before me, this
21st Day of December, 1965.



Winifred Kelly (SEAL)
Notary Public for N. Y.

Joan Ulbrich