

[KENTUCKY]

I, PHILIP J. CAFFREY, do certify that on this day the foregoing instrument of writing from THE ATLANTA AND CHARLOTTE AIR LINE RAILWAY COMPANY, SOUTHERN RAILWAY COMPANY, GEORGIA SOUTHERN AND FLORIDA RAILWAY COMPANY and SOUTHERN RAILWAY-CAROLINA DIVISION to THE CHASE MANHATTAN BANK as Trustee, was produced to me in the District of Columbia by the parties and acknowledged and delivered before me by K. A. STOECKER as Vice President of THE ATLANTA AND CHARLOTTE AIR LINE RAILWAY COMPANY, a corporation, party thereto, to be the act and deed of said corporation by him as its Vice President, thereunto duly authorized, and the seal of said corporation as affixed to said deed was attested and proven before me by M. M. DAVENPORT as its Secretary.

[MISSISSIPPI]

Personally appeared before me, PHILIP J. CAFFREY, the within named K. A. STOECKER and M. M. DAVENPORT who acknowledged that they signed and delivered the foregoing instrument on the day and the year therein mentioned.

[NORTH CAROLINA]

This 22nd day of October, A. D. 1976 personally came before me K. A. STOECKER, Vice President and M. M. DAVENPORT, Secretary, who, being by me duly sworn, say that they are Vice President and Secretary, respectively, of THE ATLANTA AND CHARLOTTE AIR LINE RAILWAY COMPANY, and that the seal affixed to the foregoing instrument in writing is the corporate seal of said Company and that said writing was signed and sealed by them in behalf of said corporation by its authority duly given. And the said K. A. STOECKER and M. M. DAVENPORT acknowledged the said writing to be the act and deed of said corporation.

[SOUTH CAROLINA]

Personally appeared before me MAHLON D. EDWARDS, who being duly sworn, says that he saw the corporate seal of THE ATLANTA AND CHARLOTTE