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DIVISION, affixed to the foregoing instrument and that he also saw K. A. STOECKER, Vice President, and M. M. DAVENPORT, Secretary, of the said SOUTHERN RAILWAY—CAROLINA DIVISION sign and attest the same, and that he with DAVID R. WILLSON witnessed the execution and delivery thereof as the act and deed of the said SOUTHERN RAILWAY—CAROLINA DIVISION.

[Tennessee]

On this 22nd day of October, 1976, before me appeared K. A. STOECKER and M. M. DAVENPORT, to me personally known, who, being by me duly sworn did say that they are the Vice President and Secretary, respectively, of SOUTHERN RAILWAY—CAROLINA DIVISION, and that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors and said K. A. STOECKER and M. M. DAVENPORT acknowledged said instrument to be the free act and deed of said corporation.

[VIRGINIA]

I, PHILIP J. CAFFREY, a notary public in and for the District of Columbia, do certify that K. A. STOECKER and M. M. DAVENPORT, whose names as Vice President and Secretary, respectively, of SOUTHERN RAILWAY—CAROLINA DIVISION, are signed to the writing above, bearing date on the 15th day of October, 1976, have acknowledged the same before me in the District of Columbia.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal of office this 22nd day of October, 1976.

PHILIP J CAFFREY NOTARY PURKE

EN AND FOR THE DISTRICT OF COLUMBIA HET COMMISSION EXPRISS ASNE 14, 1978

[NOTARIAL SEAL]