

STATE OF SOUTH CAROLINA, )

COUNTY OF GREENVILLE. )

WHEREAS, at a meeting of the Board of Directors of Victor-Monaghan Company, a corporation organized and existing under the laws of the State of South Carolina (hereinafter termed the Grantor) duly called by written notice, which stated the purposes of the meeting, and held on July 18th, 1946, resolutions were unanimously adopted approving the Plans of Reorganization dated June 10, 1946 of the Grantor, the Grantee, hereinafter named, and certain other corporations, and authorizing and directing, subject to approval of the stockholders, the execution by appropriate officials of the Grantor of a Sale of Assets Agreement by and between the Grantor and the Grantee, herein, and the conveyance of substantially all of the assets of the Grantor, including all of the property hereinafter described subject to its liabilities, to the Grantee, in exchange for 502,488 shares of the new voting, common stock of J. P. Stevens & Co., Inc., the Grantee, and, to that end, that all necessary deeds and other instruments be executed by the officers of the Grantor, hereinafter named, on behalf, and in the name, of the Grantor and under its corporate seal, and

WHEREAS, at a meeting of the stockholders of the Grantor, duly called by written notice, which stated the purposes of the meeting, and held at the offices of the Company on August 22, 1946, at which meeting more than two-thirds (2/3rds) of the outstanding shares of the capital stock of the Grantor were represented in person or by proxy, the Plans of Reorganization and the Sale of Assets Agreement were duly considered and resolutions duly adopted by the affirmative vote of the holders of more than two-thirds (2/3rds) of the outstanding shares of the capital stock of the Grantor, approving the Plans of Reorganization and the Sale of Assets Agreement, and authorizing and directing the execution by appropriate officers of the Grantor of the Sale of Assets Agreement, the conveyance of substantially all of the assets of the Grantor, including all of the property hereinafter described, to the Grantee and the execution and delivery of this deed on behalf, and in the name of the Grantor and under its corporate seal by the officers hereinafter named, and

WHEREAS, pursuant to the direction of the Board of Directors and of the stockholders of the Grantor, the Sale of Assets Agreement, as authorized by them binding the Grantor to convey and transfer to the Grantee substantially all of the assets and property of the Grantor, including all of the real property hereinafter mentioned, has been duly executed and delivered, and, by the Grantee, duly accepted, and

WHEREAS, by Bills of Sale, and divers other instruments delivered contemporaneously herewith the Grantor has assigned, transferred, set over and sold to the Grantee all of its personal property, including its rights, privileges and franchises, except a certain sum in cash reserved under the terms of the Bill of Sale to the Grantor for the purpose of meeting certain contingencies, and

WHEREAS, it is the intent of this deed, pursuant to the specific authority and direction of the Board of Directors and of the stockholders of the Grantor to convey all of the real estate, leasehold interests, easements, remainders, rights of reverter and of entry and all other interests and rights in real estate owned by the Grantor whether or not hereinafter specifically described except so much of that real estate located in Transylvania County, North Carolina, as is specifically described in, and effectively conveyed by, a separate deed executed and delivered contemporaneously herewith.

NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS; that Victor-Monaghan Company, a corporation organized and existing under the laws of the State of South Carolina and having its principal place of business in the County of Greenville, State of South Carolina in consideration of the premises and other valuable consideration to it in hand duly paid at and before the sealing and delivering of these presents, by J. P. Stevens & Co., Inc., a corporation organized and existing under the laws of the State of Delaware, and having its principal place of business in the City of New York, State of New York, (the receipt whereof is hereby acknowledged), has granted, bargained, sold and released and by these presents does grant, bargain, sell and release unto J. P. Stevens & Co., Inc. its successors and assigns all real estate and interests in real estate owned by the Grantor as of this date, except so much of that real estate located in Transylvania County, North Carolina, as is specifically described in, and effectively conveyed by, a separate deed executed and delivered contemporaneously herewith, including, but not limited to, the following: