

STATE OF SOUTH CAROLINA

COUNTY OF GREENVILLE

THIS INDENTURE, Made and entered into this the 10th day of December, 1964, between TERMINAL PROPERTIES, INC., a North Carolina corporation with its principal office and place of business in Cabarrus County, North Carolina, party of the first part and CENTRAL MOTOR LINES, INCORPORATED, a North Carolina corporation with its general office and place of business in Charlotte, Mecklenburg County, North Carolina, party of the second part.

W I T N E S S E T H :

THAT WHEREAS, Terminal Properties, Inc., party of the first part, adopted a plan for the complete liquidation of Terminal Properties, Inc. which said plan is as follows:

WHEREAS, Terminal Properties, Inc., a North Carolina corporation ("CORPORATION"), has received from its sole shareholder, Central Motor Lines, Incorporated, a North Carolina corporation, an offer to take over and conduct the entire business of the Corporation as a going concern and all of its assets subject to all its liabilities; and

WHEREAS, upon completion of the transfer of the business of the Corporation to its shareholder, the business of the Corporation will be operated by the shareholder as a part of its present business, and the business of the Corporation will cease; and

WHEREAS, it is understood that it will be to the best interests of the Corporation and its shareholder to wind up the affairs of the Corporation and to dissolve it prior to December 31, 1964, and at all events within a period of twelve calendar months from the date of the adoption of this plan;

NOW, THEREFORE, the following plan for the transfer of the business and complete liquidation of the Corporation shall be carried out upon its adoption and the approval of the indenture of general conveyance and bill of sale providing for the transfer of the Corporation's business to its shareholder.

1. The Corporation will assign and transfer to its shareholder all of the assets, property and business of the Corporation, including its good will, subject, however, to any debts, obligations and liabilities of the Corporation which may be outstanding as of the effective date of the Corporation's dissolution.

2. In consideration of the foregoing transfer its shareholder will as of said date assume all of said outstanding debts, obligations and liabilities of the Corporation as more particularly described in the proposed indenture of general conveyance and bill of sale.

(Continued on next page)⁵¹⁹-189.1-1-7