DISTRICT OF COLUMBIA, SS.:

I, HOBART R. HOUSE, a Notary Public in and for the District of Columbia, and residing therein, and duly authorized in said District of Columbia to take acknowledgments, hereby certify that R. B. CURRY and M. M. DAVENPORT, whose names as Vice President and Assistant Secretary, respectively, of THE ALABAMA GREAT SOUTHERN RAILROAD COMPANY, an Alabama corporation, are signed to the foregoing and annexed instrument dated as of December 1, 1964, and who are personally known to me, and personally known to me to be the persons described in and who signed and executed said instrument, dated as therein shown, as Vice President and Assistant Secretary, respectively, of said corporation, and who are personally known to me to be Vice President and Assistant Secretary, respectively, of said corporation, and who personally came and appeared before me on this date, and being by me first duly sworn, did say and declare before me on this date that they are Vice President and Assistant Secretary, respectively, of said corporation, that the seal affixed to said instrument is the corporate seal of said corporation, that the statements therein contained are true, and that said instrument was signed, sealed, executed and delivered in behalf of said corporation by the duly given authority of its Board of Directors, and they acknowledge and acknowledged said instrument before me in the District of Columbia aforesaid, to be the free act and deed of said corporation, and severally acknowledged before me on this day and date that, being informed of the contents of said instrument, they, as such officers and with full authority from the Board of Directors of the corporation, signed, executed, scaled and delivered the same as Vice President and Assistant Secretary of said corporation, and caused the corporate seal of said corporation to be affixed thereto, pursuant to authority given by the Board of Directors of said corporation, on the date therein mentioned and in the name and on behalf of said corporation, as their free and voluntary act and deed as such officers, respectively, voluntarily for and as the free and corporate act and deed of said corporation, and for the uses and purposes therein named and expressed, and that before me personally appeared JOHN E. LAHEY, who being duly sworn, says that he saw the corporate seal of The Alabama Great Southern Railroad Company affixed to the foregoing instrument and that he saw R. B. Curry, Vice President and M. M. Davenport, Assistant Secretary of THE ALABAMA GREAT SOUTHERN RAILROAD COMPANY sign and attest the same, and that he with JAMES T. SMILEY witnessed the execution and delivery thereof as the act and deed of The Alabama GREAT SOUTHERN RAILROAD COMPANY, and do further certify that M. M. DAVENPORT, who is personally well known to me, to be the person named as attorney-in-fact in said instrument to acknowledge the same, personally appeared before me in the District of Columbia aforesaid and by virtue of the power and authority in him vested by the aforesaid instrument acknowledged the same to be the act and deed of THE ALABAMA GREAT SOUTHERN RAILROAD COMPANY, and delivered the same as such.

GIVEN under my hand and official seal of office in the District of Columbia, this 17th day of

December, 1964.

Notary Public District of Columbia

My Commission Expires November 14 1966