

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

PERSONALLY appeared before me, Suanna R. Kemenczyk,
and made oath that s he saw the within named The Cato Corporation,
by W. H. Cato, Jr., its President, and W. H. Johnson,
Johnson, its Secretary, sign, seal and as the corporate act and
deed deliver the within written instrument; and that s he with Ashley Johnson
Johnson witnessed the execution thereof.

SWORN to before me this 27th
day of September, 1978.

Suanna R. Kemenczyk

James J. Brewster (SEAL)
Notary Public for North Carolina
My commission expires: 7-2-83