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STATE OF SOUTH CAROLINA,
COUNTY OF ANDERSON.

Watkins, who being sworn says that as Attorney he is familiar with the transaction by which The Sylvan Corporation conveyed certain real estate in Greenville County, South Carolina, to The Cotwool Manufacturing Corporation by deed dated April 30, 1949; that said deed was delivered in connection with the dissolution of The Sylvan Corporation and was in fact the transfer of the assets thereof to its sole stockholder, The Cotwool Manufacturing Corporation; that the assets conveyed by the above deed were the assets of the Judson Mill Division of The Sylvan Corporation, of which Division separate books of account and property books are maintained; that in the transfer The Cotwool Manufacturing Corporation assumed liabilities of Judson Mill Division of The Sylvan Corporation in the amount of \$2,215,912.00, receiving assets of the Judson Mill Division valued at \$11,120,275.00; that of such assets the amount of \$718,613.53 represented real property which is the identical property conveyed by said deed, such real property being 6.46219% of the total assets transferred by The Sylvan Corporation to The Cotwool Manufacturing Corporation; that 6.46219% of the liabilities thus assumed amounts to \$143,196.44 and documentary stamps are affixed to the deed based upon this consideration being paid for the real property conveyed by said deed.

SWORN to before me this

27th day of September, 1949.

Main Marshale (SEAL)
Notary Public for South Carolina.

December 28th. 1949

#30649

State of South Carolina County of Greenville

AFFIDAVIT

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J. T. Messer

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Clayton L. Messer