DISTRICT OF COLUMBIA.

On this 28th day of March, 1962, at my office in said District
aforesaid, personally appeared before me, Hobart R. House, a Notary Public
in and for the District of Columbia, James T. Smiley, to me known and
known to me to be one of the subscribing witnesses to the foregoing instrument,
and made oath that he saw the within named <u>Charles M. Davison</u> , Jr. and
R. L. Eddington sign, seal and deliver the foregoing writing and indenture
as Vice President and Assistant Secretary, respectively, of Southern Railway
Company, a corporation, as and for their act and deed, and as and for the act
and deed of said Southern Railway Company, and that he, with Lucille C. Lewis,
witnessed the due execution thereof on the day of the date thereof.

Sworn to and subscribed before me this 28th day of March , 1962.

Notary Public in and for the District of Columbia.

My commission expires November 14, 1966.