party of the second part;

THIS INDENTURE, made this 30th day of November

1971, between P AND N REALTY COMPANY, a corporation of the State
of North Carolina (hereinafter called "Grantor"), party of the first
part, and THE ATLANTIC LAND AND IMPROVEMENT COMPANY, a corporation
of the State of Virginia (hereinafter called "Grantee"), whose
Post Office address is 500 Water Street, Jacksonville, Florida,

WHEREAS, under and pursuant to the Articles of Dissolution of Grantor, heretofore consented to by the Grantee as sole stockholder of the Grantor and filed with the Secretary of State of the State of North Carolina, the Grantor is to liquidate by payment or providing for payment by Grantee of all the debts, obligations and liabilities of the Grantor, (other than any debts, obligations or liabilities to Grantee) and by distributing and transferring the remaining properties and assets to Grantee, first in payment of any indebtedness to Grantee and then in complete cancellation or redemption of all the Capital Stock of the Grantor;

NOW, THEREFORE, THIS INDENTURE WITNESSETH: That, in conformity with and in effectuation of said Articles of Dissolution, the Grantor has conveyed, assigned, transferred, set over, distributed and delivered, and by these presents does convey, assign, transfer, set over, distribute and deliver, unto the Grantee, its successors and assigns, first in payment of all indebtedness to Grantee, and then in complete cancellation or redemption of all of the Capital Stock of Grantor, all real property and all other property and all rights of every name and nature, all corporate rights, privileges, immunities and franchises (except the right of the Grantor to exist as a corporation), and every estate, right, title and interest of the