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The recitals herein contained are based only on representations made by Piedmont and Northern Railway Company, and Morgan Guaranty Trust Company of New York accepts no responsibility for the statements herein contained.

IN WITNESS WHEREOF, Morgan Guaranty Trust Company of New York, Trustee, has caused its corporate name to be hereunto subscribed by its Vice President, attested by its Secretary or Assistant Secretary, and its corporate seal to be hereunto affixed on the 15 day of February, 1968.

ATTEST:

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, AS TRUSTEE,

Assistant Secretary

Ву

In the presence of: