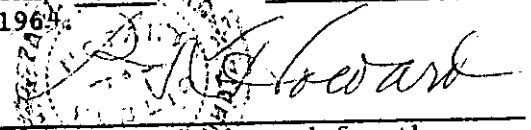
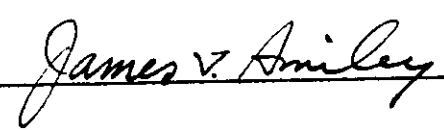


DISTRICT OF COLUMBIA.

On this 29th day of December, 1964, at my office in said District of Columbia aforesaid, personally appeared before me, P. K. Howard 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 James G. Gidding, and M. M. Davenport sign, seal and deliver the foregoing instrument, as Vice President and Assistant Secretary, respectively, of said 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 Thelma M. Gray witnessed the due execution thereof.

SWORN to and subscribed before me,)
this 29th day of December)
1964.)


Notary Public in and for the)
District of Columbia.)





My commission expires May 1, 1965.

STATE OF SOUTH CAROLINA)
GREENVILLE COUNTY) ss:

On this 26th day of November, 1964; at my office in said County aforesaid, personally appeared before me, Thomas C. Brissey, Notary Public for said State, J. R. Mann, 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 Paul M. Simpson, sign, seal and deliver the foregoing instrument, as and for his act and deed, and that he, with Vance B. Drawdy, witnessed the due execution thereof.

SWORN to and subscribed before me,)
this 26th day of November)
1964.)


Notary Public for South Carolina)



My commission expires at the pleasure of the Governor.

(Continued on next page)