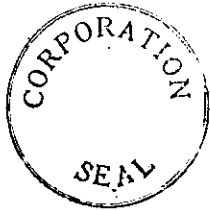


Signed, sealed and delivered in  
 presence of:  
 R. P. Nicholson  
 Mary J. Connell  
 Subscribing witnesses as to Railway  
 Company.



SOUTHERN RAILWAY COMPANY,  
 by:  
 John B. Hyde,  
 Vice President.

ATTEST:  
 Guy E. Mauldin,  
 Assistant Secretary.

Signed, sealed and delivered in  
 presence of:  
 Dorothy Davis  
 W. E. Holland  
 Subscribing witnesses as to party of  
 the second part.

Ernest M. Davis (L.S.)  
 Ernest M. Davis.

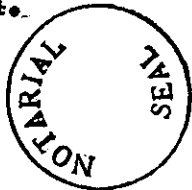
1-4-44 34633. HH:dW

DISTRICT OF COLUMBIA, )  
 City of Washington. ) ss:

On this 31st day of January, 1944, at my office in said City aforesaid, personally appeared before me, Pearce Horne, a Notary Public in and for the District of Columbia, R. P. Nicholson, 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 John B. Hyde and Guy E. Mauldin, sign, seal and deliver the foregoing writing and instrument, 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 Mary J. Connell, witnessed the due execution thereof on the day of the date thereof.

Sworn to and subscribed before me  
 this 31st day of January, 1944.

Pearce Horne  
 Notary Public in and for the  
 District of Columbia.



R. P. Nicholson

STATE OF SOUTH CAROLINA, )  
 Greenville County. ) ss:

On this 21st day of January, 1944, at my office in said County aforesaid, personally appeared before me, C. H. Goudelock, a Notary Public for said State, W. E. Holland, 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 Ernest M. Davis sign, seal and deliver the foregoing instrument, as and for his act and deed, and that he, with Dorothy Davis, witnessed the due execution thereof on the day of the date thereof.

Sworn to and subscribed before me  
 this 21st day of January, 1944.

C. H. Goudelock  
 Notary Public



W. E. Holland

Agreement recorded this 23rd day of February, 1944, at 1:15 P. M. #1859. By: C. L.