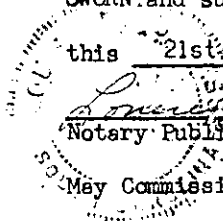


STATE OF SOUTH CAROLINA)
COUNTY OF PICKENS)

Personally appeared before me E. A. Simpson
and made oath that he saw the within named G. B. Nalley
sign, seal and as his act and deed deliver the within written instrument
and that he with R. S. James witnessed
the due execution thereof.

E. A. Simpson

SWORN and subscribed before me
this 21st day of December 1964



Louis B. Burson (SEAL)
Notary Public for South Carolina
My Commission expires at Pleasant Grove

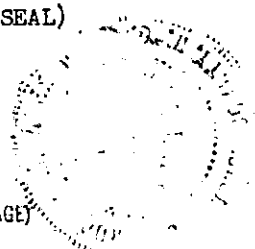
STATE OF NORTH CAROLINA)
COUNTY OF MECKLENBURG)

Personally appeared before me R. L. Moose
and made oath that he saw the within named J. H. Nichols
Authorized Official of The Great Atlantic & Pacific Tea Company, Inc.,
sign, seal and affix the seal of the said Corporation to the attached instrument,
and that he with Paul Plyler witnessed the due execution thereof.

R. L. Moose

SWORN and subscribed before me
this 2nd day of March 1965

Godney M. Alexander (SEAL)
Notary Public for North Carolina
My Commission expires August 23, 1966



(CONTINUED ON NEXT PAGE)