

STATE OF TENNESSEE,

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COUNTY OF DAVIDSON.

Personally appeared before me Rose Kephart
who, being duly sworn, says that he saw the corporate seal of Genesco, Inc.
affixed to the foregoing instrument and that he also saw William S. Wise II,
Vice President, and W. W. Sledge, Assistant Secretary of said corporation
sign and attest the same, and that he with Mary Jane Cullen
witnessed the execution and delivery thereof as the act and deed of the said
Genesco, Inc.

SWORN to before me this 10th day

of December, 1974.

Mrs. H. N. Booker Jr.
Notary Public

Rose Kephart
Witness

My Commission expires: 11-3-76

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