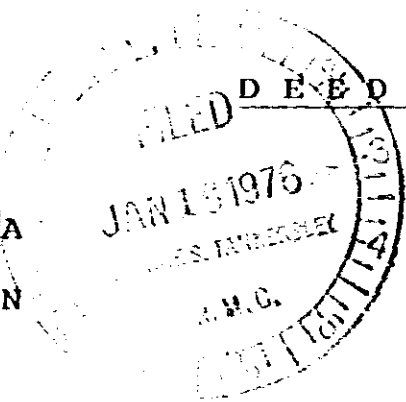


STATE OF GEORGIA  
 COUNTY OF FULTON



THIS INDENTURE, made and entered into this 29 day  
 of December, 1975, between THE FIRST NATIONAL  
 BANK OF ATLANTA, THEODORA OWENS BLACK GARLINGTON BROWN and  
 CHARLES H. BLACK, JR., as Trustees for THEODORA SHERRARD  
 BROWN under the Last Will and Testament of Theodora Owens  
 Black, deceased, hereinafter collectively referred to as  
 "Grantors", and THEODORA OWENS BLACK GARLINGTON BROWN,  
 CHARLES H. BLACK, JR., and TRUST COMPANY BANK, as Trustees  
 and Successor Co-Trustee under said Last Will and Testament  
 for THEODORA SHERRARD BROWN, hereinafter collectively referred  
 to as "Grantees",

W I T N E S S E T H :

WHEREAS, Theodora Owens Black died testate on November 13,  
 1967, and at the time of her death she was a resident of, and  
 her legal domicile was, Fulton County, Georgia, and

WHEREAS, the Last Will and Testament of said Theodore  
 Owens Black was duly probated in solemn form in the Court of  
 Ordinary of Fulton County, Georgia, on January 2, 1968;  
 and

WHEREAS, by order of the Judge of Probate Court of  
 Greenville County, South Carolina, dated May 9, 1968, it  
 was ordered that said Last Will and Testament be admitted  
 to Probate in said Court and the same, together with the  
 exemplified copy of the Probate record in Fulton County,  
 Georgia, relating to said Last Will and Testament be admitted  
 to and recorded in the Probate records of Greenville County,  
 South Carolina; and

- 500 - 1-6-2