

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

Before me personally appeared Larry D. Estrine, who,
being duly sworn, says that he saw the corporate seal of the within named
Assignor affixed to the foregoing instrument and that he also saw _____
A.O. Kelly, President, and J. Paul Kitchens, Assistant Secretary
of the said Assignor sign and attest the same, and that he with MARK A.
Lothrop, the other witness, was present and witnessed the
execution and delivery thereof as the act and deed of the said Assignor.

(Signed)

[Signature]
Acknowledging Witness

Sworn to before me this 18th day of September, 1981.

Notary Public for New York. My Commission expires 3/31/83.

[Signature]
Notary Public

RONALD L. UNDER
NOTARY PUBLIC, State of New York
No. 80-4055275
Qualified in Westchester County
Term Expires March 08, 1983

(Notarial Seal)

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