

expenses, choses in action, permits and licenses, rights under contracts, claims and causes of action or rights of recovery or setoff of every kind and character owned by Abney Mills; and

- (c) All other interests which Abney Mills has any right by ownership, use or otherwise, or in which it has an assignable interest on the date hereof.

TO HAVE AND TO HOLD all of the foregoing properties and assets, (being hereinafter collectively called the "Assets") unto D. Wellsman Johnson, Trustee for all Abney shareholders and his successors and assigns forever, for the benefit of all shareholders.

4. Abney and/or its Directors in dissolution hereby covenant that from time to time after the delivery of this instrument, it will, at Trustee's request and without further consideration, execute and deliver such instruments of transfer, assignment and conveyance in addition to this instrument and/or any other instruments executed and delivered to Trustee this day, and take all action reasonably requested by Trustee (whether on the date hereof or at any time or from time to time hereafter) deemed necessary to put Trustee in actual possession and operating control of all Assets, and execute and deliver such further instruments of conveyance, transfer and assignment and take such other action as may reasonably be requested in order more effectively to convey, transfer and assign to Trustee any of the Assets, to confirm the title of Trustee thereto or to assist the Trustee in exercising rights thereto, and in the case of contracts and rights, if any, which cannot be effectively transferred to Trustee without the consent of third parties, to endeavor to obtain such consents promptly and if any be unobtainable to use its best efforts to assure to Trustee the benefits thereof.

IN WITNESS WHEREOF, Abney Mills, all its Shareholders, and D. Wellsman Johnson, Trustee have caused this instrument to be signed by its President and the Assistant Secretary for Abney Mills and its corporate seal to be affixed hereto and by all of the Shareholders of Abney Mills, and by D. Wellsman Johnson, Trustee on the day and year first above written.

WITNESSES:

J. Michael Ford
Patricia B. Scott

WITNESSES:

J. Michael Ford
Patricia B. Scott

D. Wellsman Johnson
D. Wellsman Johnson, Trustee

ABNEY MILLS

John R. Jorgensen
President

William N. Bobo
William N. Bobo, Assistant Secretary

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