

[KENTUCKY]

I, ANDREW J. CUSACK, do certify that on this day the foregoing instrument of writing from GEORGIA SOUTHERN AND FLORIDA RAILWAY COMPANY, SOUTHERN RAILWAY COMPANY, THE ATLANTA AND CHARLOTTE AIR LINE RAILWAY COMPANY and SOUTHERN RAILWAY—CAROLINA DIVISION to THE CHASE MANHATTAN BANK, as Trustee, was produced to me in my county by the parties and acknowledged and delivered before me by CHARLES M. DAVISON, JR. as Vice President of GEORGIA SOUTHERN AND FLORIDA RAILWAY COMPANY, a corporation, party thereto, to be the act and deed of said corporation by him as its Vice President, thereunto duly authorized, and the seal of said corporation as affixed to said deed was attested and proven before me by J. J. MAHER as its Secretary.

[MISSISSIPPI]

Personally appeared before me, ANDREW J. CUSACK, the within named CHARLES M. DAVISON, JR. and J. J. MAHER who acknowledged that they signed and delivered the foregoing instrument on the day and the year therein mentioned.

[NORTH CAROLINA]

This 11th day of June, A. D. 1963 personally came before me CHARLES M. DAVISON, JR., Vice President, and J. J. MAHER, Secretary, who, being by me duly sworn, say that they are Vice President and Secretary, respectively, of GEORGIA SOUTHERN AND FLORIDA RAILWAY COMPANY, and that the seal affixed to the foregoing instrument in writing is the corporate seal of said Company and that said writing was signed and sealed by them in behalf of said corporation by its authority duly given. And the said CHARLES M. DAVISON, JR. and J. J. MAHER acknowledged the said writing to be the act and deed of said corporation.