THIS AGREEMENT entered into as of this 1st. day of January, 1927, between Francis R. Part, George E. Warren, George E. Roosevelt and James H. Perkins, as the Reorganization Committee constituted by the Plan and Agreement of Peorganization dated Pebruary 23, 1926, for the reorganization of Atlanta, Birmingham & Atlantic Railway Company, and not individually, parties of the first part, and Atlanta, Birmingham and Coast Railroad Company, a corporation organized and existing under the laws of the State of Georgia, party of the second part.

Foreclosure and Pale made in the cause entitled Birmingham Trust and Savings Company, Complainant, against Atlanta, Birmingham & Atlantic Railway Company, Defendant,
Consolidated Cause in Equity, No. 156, under date of April 30, 1926, in the District Court of the United States for the Northern District of Georgia, Northern Division,
George E. Rosevelt and J. A. Fowler Jr. acting as a purchasing Committee for said Georganization Committee purchased the property and assets of Atlanta, Birmingham & Atlantic Mailway Company. Thereafter, said sale having been confirmed by decree of said court, said property and assets were conveyed to said George E. Rosevelt and J. A. Fowler Jr. in consummation of said sale; and, with the consent and approval off said George E. Rosevelt and J. A. Fowler Jr. to Atlanta, Birmingham and Coast Mailroad Company. Said Atlanta, Birmingham and Goast Railroad Company desires said Reorganization Committee to release and quit claim to it all the right, title and interest of said Reorganization Committee in and to said property and assets.

NOW, THEREFORE, in consideration of the premises and of tendollars in hand paid and other valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties of the first part acting as said Reorganization Committee, and not individually hereby ratify and confirm the acts of the said George E. Roosevelt and J. A. Fowler Jr. in purchasing said property and assets and conveying the same to said Atlanta, Birmingham and Coast Railroad Company, and do release and quit claims to the said Atlanta, Birmingham and Coast Railroad Company, its successors and assigns all the right, title and interest, if any, of the said Reorganization Committee in and to the said property and assets.

IN WITNESS WHEREOF the members of said Reorganization Committee have signed this instrument the day and year first above written.

George E. Warren, Francis R. Hart, George E. Roosevelt and James H. Perkins, as the Reorganization Committee constituted as above recited and not individually,

By Geo. E. Warren
Francis R. Hart
George E. Roosevelt
J. H. Perkins
a Majority of said Committee

by George E. Warren in the presence of:
J. L. Edmundson

Notary Public New York County, New York County lerk's No. 500
Register's No. 8564 ertificates filed in Kings County lerks No. 197
Register's No. 8332 Bronx ounty lerk's No. 65
register's No. 2856-A. Commission expires March 30, 192\_\_\_

STATE OF NEW YORK )

COUNTY OF NEW YORK )

I, F. A.Grien, a Notary Public hereby certify that George E. Warren whose names is signed to the foregoing conveyance, and who is known to me, acknowledged before me

on this day that being informed of the contents of the conveyance he executed the same voluntarily on the day the same bears date.

Given under my han d this 4th day of January, A.D. 1927.

Signed, sealed and delivered by Francis R. Hart
In the presence of J. L. dmunds
F. A. Grien--Notary Public
STATE OF NEW YORK

COUNTY OF NEW YORK

F. A. Grien--Notary Public
Notary Public, New York ounty, New York
ounty Clerk's No. 500. Register's No. 8564
ertificates filed in Kings ounty Clerk's
No. 197. Register's No. 8332
Bronx ounty lerk's No. 65
Register's No. 2856-A Commission expires
March 30, 1928

I, F. A. Grien, a Notary Public hereby certify that Francis R. Hart, whose name is signed to the foregoing conveyance and who is known tome, acknowledged before me on this day that being informed of the contents of the conveyance he executed the same voluntarily on the day the same bears date.

Given under my hand this 4th day of January, A.D. 1927.

Signed, sealed and delivered by George E. Roosevelt In the presence of J. L. Edmunds F. A. Grien-Notary Public

Notary Public, New York County. New York County Clerk's No. 500. Register's No. 8564
Certificates filed in Kings County lerk's No. 197. Register's No. 8332. Bronx County lerk's No. 197. Register's No. 2856-A. Commission expires March 30, 192

STATE OF NEW YORK ) SS COUNTY OF NEW YORK )

I, F. A. Grien, a Notary Public hereby certify that George E. Roosevelt, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that being informed of the contents of the conveyance he executed the same voluntarily on the day the samebears date.

Given under my hand this 4th day of January, A.D. 1927.

Signed, sealed and delivered by James H. Perkins
In the Presence of J. L. Edmunds
F. A. Grien--Notary Public
STATE OF NEW YORK

Notary Public New York County. New York County Clerk's No. 506. Register's No. 8564. ertificates filed in Kings County Clerk's No. 497. Register's No. 8332. Bronx County Clerk's No. 65. Register's No. 2856-A. Commission expires March 30, 102

I, Anna Shepard, a Notary Public hereby certify that James H. Perkins whose name is signed to the foregoing conveyance and who is known to me, acknowledged before me on this day that being informed of the contents of the conveyance he executed the same voluntarily on the day the same bears date.

Given under my hand this 12th day of January, A.D. 1927.

STATE OF ALABAMA )
COUNTY OF JEFFERSON)

COUNTY OF NEW YORK

Anna hepard--Notary Public
Notary Public. New York County. New York
County lerk's No. 241. New York Register's
No. 7195. ommission expires March 30th 1927

I hereby certify that the deed tax to amount of 50 cents has been paid on this instrument.

J. P. Stiles--Judge of Probate

THE STATE OF ALABAMA )

SHELBY COUNTY

I hereby certify that the within deed was filed in this office for record July 20th 1927 at 9 oclock A.M. and recorded in Deed record 82 page 269 and examined. L.B.Riddle-Judge Probate