

STATE OF New York
COUNTY OF New York

PERSONALLY appeared before me Melvin J. Gilbert
and made oath that he saw William Ireland as President and
F. C. Christophel as Secretary of The Great Atlantic & Pacific
Tea Company, Inc., a corporation chartered under the laws of the State of
Maryland, sign, seal with its corporate seal and as the act and deed of said
corporation deliver the within written Consent to Assignment and that he with
William L. Fitzpatrick witnessed the execution thereof.

SWORN TO before me this 17th
day of Feb., 1967

Gilda Cimaresti
Notary Public

Melvin J. Gilbert

My Commission Expires:

GILDA CIMAROSTI
NOTARY PUBLIC, State of New York
No. 03-0838980 Qualified in Bronx Co.
Cert. filed in New York County
Commission Expires March 30, 1967

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