

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

WE, the undersigned President and Secretary, respectively, of Carolina Television, Inc., one of the constituent corporations named in the attached Merger or Consolidation Agreement, do hereby certify that all of the conditions in the said Agreement applicable to Carolina Television, Inc., have been fully complied with, and reasonable evidence has been submitted of full compliance by the other two constituent corporations with the conditions applicable to them respectively.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 21st day of November, 1953.

Wesley Furman, Pres.
Arthur C. McCall, Secy.