

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

The St. Joe Company

(NAME OF ISSUER)

COMMON STOCK, NO PAR VALUE

(TITLE OF CLASS OF SECURITIES)

790148100

(CUSIP Number of Class of Securities)

Swamp Hall Properties, L.P.
1600 Rockland Road
Wilmington, Delaware 19803
Attention: John F. Porter, III

COPY TO:

William E. Donnelly, Esq.
McGuire, Woods, Battle & Boothe, LLP
Washington Square
1050 Connecticut Avenue, N.W.
Suite 1200
Washington, D.C. 20036
(202) 857-1735

(NAME, ADDRESS, TELEPHONE NUMBER OF PERSON AUTHORIZED
TO RECEIVE NOTICES AND COMMUNICATIONS)

December 17, 1998

(DATE OF EVENT WHICH REQUIRES FILING OF THIS STATEMENT)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and if filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box. / /

1. NAME OF REPORTING PERSON

Swamp Hall Properties, L.P.

S.S. OR I.R.S IDENTIFICATION NO. OF ABOVE PERSON

51-0385980

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A) / / (B) /X /

3. SEC USE ONLY

4. SOURCE OF FUNDS

AF- (See Item 3)

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS PURSUANT TO ITEMS 2(D) OR 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER

-0-

8. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER

-49,643,292-

9. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

-0-

10. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED DISPOSITIVE POWER

-49,643,292-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-49,643,292-

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

55.18%(1)

14. TYPE OF REPORTING PERSON

PN

 (1) This percentage is based on the number of shares issued and outstanding on September 30, 1998 as reported in the Corporation's Quarterly Report on Form 10-Q, dated November 12, 1998, the Corporation's last public announcement as to the number of its shares of outstanding common stock. The Corporation also reported in the same 10-Q that the Corporation's Board of Directors had authorized \$150 million for the repurchase of the Corporation's outstanding common stock from time to time on the open market. If the number of shares of outstanding common stock of the Corporation has been reduced by such repurchases after September 30, 1998 there would be an increase in the percentage of the Corporation's common stock which would be represented by the shares reported herein.

1. NAME OF REPORTING PERSON

Alfred I. duPont Testamentary Trust

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

59-0226560

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A) / / (B) /X /

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS PURSUANT TO ITEMS 2(D) OR 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

7. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER

-0-

8. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER

-49,643,292-

9. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

-0-

10. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED DISPOSITIVE POWER

-49,643,292-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-49,643,292-

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

55.18%(1)

14. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON

The Nemours Foundation

I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

59-0634433

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A) / / (B) /X /

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS PURSUANT TO ITEMS 2(D) OR 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Florida

7. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER

-2,232,408-

8. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER

-0-

9. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

-2,232,408-

10. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED DISPOSITIVE POWER

-0-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-2,232,408-

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.48%(1)

14. TYPE OF REPORTING PERSON

00

1. NAME OF REPORTING PERSON

Winfred L. Thornton

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A) / / (B) /X /

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS PURSUANT TO ITEMS 2(D) OR 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER

-3,471-

8. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER

-51,879,171-

9. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

-3,471-

10. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED DISPOSITIVE POWER

-51,879,171-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-51,879,171-

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

57.67%(1)

14. TYPE OF REPORTING PERSON

IN

1. NAME OF REPORTING PERSON

Jacob C. Belin

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A) / / (B) /X /

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS PURSUANT TO ITEMS 2(D) OR 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER

-27,765-

8. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER

-51,903,465-

9. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

-27,765-

10. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED DISPOSITIVE POWER

-51,903,465-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-51,903,465-

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

57.7%(1)

14. TYPE OF REPORTING PERSON

IN

1. NAME OF REPORTING PERSON

Hugh M. Durden

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A) / / (B) /X /

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS PURSUANT TO ITEMS 2(D) OR 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER

-0-

8. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER

-51,875,700-

9. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

-0-

10. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED DISPOSITIVE POWER

-51,875,700-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-51,875,700-

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

57.67%(1)

14. TYPE OF REPORTING PERSON

IN

1. Name of Reporting Person

John F. Porter, III

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A) / / (B) /X /

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS PURSUANT TO ITEMS 2(D) OR 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER

-0-

8. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER

-51,875,700-

9. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

-0-

10. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED DISPOSITIVE POWER

-51,875,700-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-51,875,700-

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

57.67%(1)

14. TYPE OF REPORTING PERSON

IN

1. NAME OF REPORTING PERSON

William T. Thompson III

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A) / / (B) /X /

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS PURSUANT TO ITEMS 2(D) OR 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER

-58,450-

8. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER

-51,934,150-

9. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

-56,500-

10. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED DISPOSITIVE POWER

-51,932,200-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-51,932,200-

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

57.73%(1)

14. TYPE OF REPORTING PERSON

IN

1. NAME OF REPORTING PERSON

Herbert H. Peyton

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(A) / / (B) /X /

3. SEC USE ONLY

4. SOURCE OF FUNDS

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS PURSUANT TO ITEMS 2(D) OR 2(e)

[]

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE VOTING POWER

-0-

8. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED VOTING POWER

-51,875,700-

9. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SOLE DISPOSITIVE POWER

-0-

10. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH SHARED DISPOSITIVE POWER

-51,875,700-

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

-51,875,700-

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES / /

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

57.67%(1)

14. TYPE OF REPORTING PERSON

IN

Item 1. Security and Issuer

This statement on Schedule 13D (the "Statement") relates to the shares of common stock, no par value ("Common Stock"), of The St. Joe Company, a Florida corporation (the "Issuer"). The address of the Issuer's principal executive office is 1650 Prudential Drive, Suite 400, Jacksonville, FL 32207.

Item 2. Identity and Background

a. This Schedule is filed on behalf of Swamp Hall Properties, L.P., a Delaware Limited Partnership, (the "Partnership"). The Partnership's principal business is to hold debt or equity securities of all types. The business address of the Partnership is 1600 Rockland Road, Wilmington, Delaware 19803.

b. The general partner of the Partnership is the Rockland Company, a Delaware Corporation (the "General Partner".) The principal business of the General Partner is to exercise the powers and perform the duties of the general partner of the Partnership. All of the outstanding stock in the General Partner is owned by the Alfred I. duPont Testamentary Trust (the "Trust"). In addition, the Trust is the sole limited partner of the Partnership.

c. The Trustees of the Trust are J.C. Belin, Herbert Peyton, John Porter, W.T. Thompson, III, W.L. Thornton and Hugh M. Durden on behalf of Wachovia Bank, N.A., a subsidiary of Wachovia Corporation, as Corporate trustee (collectively, the "Trustees"). A majority of the Trustees have the power to elect the directors of the General Partner. In addition, the Trustees constitute the entire Board of Directors of the Nemours Foundation (the "Foundation") and therefore, have voting and dispositive power over the shares of the Issuer held of record by the Foundation. J.C. Belin and W.L. Thornton are also Directors of the Issuer.

d. During the past five years, neither the Partnership, the General Partner, the Trust, the Trustees nor the Foundation have been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

e. During the past five years, neither the Partnership, the General Partner, the Trust, the Trustees nor the Foundation have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or a finding of any violation with respect to such laws.

f. All of the Trustees are citizens of the United States.

Item 3. Source and Amount of Funds or Other Consideration

On December 17, 1998, the Trust contributed 49,643,292 shares of the Common Stock of the Issuer, representing 55.18%(1) of the Common Stock of the Issuer, together with certain other assets, to the Partnership in exchange for the limited partnership interest in the Partnership. As part of this transaction the General Partner acquired the general partnership interest in the Partnership. All of the issued and outstanding stock in the General Partner of the Partnership is owned by the Trust.

Item 4. Purpose of Transaction

The Partnership acquired the Common Stock of the Issuer reported herein for investment purposes. Although the Partnership intends to exercise its rights as majority stockholder, neither the Partnership, the Trust, the Trustees nor the Foundation currently have any plans or proposals which relate to or would result in: (a) the acquisition by any person of additional securities of the Issuer or the disposition of securities of the Issuer; (b) an extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries; (c) a sale or transfer of a material amount of assets of the Issuer or any of its subsidiaries; (d) any change in the present Board of Directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board; (e) any material change in the present capitalization or dividend policy of the Issuer; (f) any other material change in the Issuer's business or corporate structure; (g) changes in the Issuer's articles of incorporation, constitution, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the Issuer by any person; (h) causing a class of securities of the Issuer to be deleted from a national securities exchange or to cease to be authorized or quoted in an inter-dealer quotation system of a registered national securities association; (i) a class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Exchange Act; or (j) any action similar to any of those enumerated above.

In the future, the Partnership and/or the Trust, the Trustees or the Foundation may determine to purchase additional shares of the Issuer's Common Stock (or other securities of the Issuer) or the Partnership and/or the Trust, the Trustees or the Foundation may determine to sell shares of the Issuer's Common Stock. Any such determination will depend on a number of factors, including market prices, the Issuer's prospects and alternative investments.

Item 5. Interest in Securities of the Issuer

a. As of the close of business on the date hereof, the Partnership directly and beneficially owned 49,643,292 shares of the Common Stock, which represented 55.18%(1) of the issued and outstanding shares of Common Stock of the Issuer. As of such date, the Foundation directly and beneficially owned 2,232,408 shares of common stock of the Issuer, which represented 2.48%(1) of the outstanding Common Stock of the Issuer. The Trustees, by virtue of their power to elect the directors of the General Partner of the Partnership and their status, as the directors of the Foundation may be deemed to have indirect beneficial ownership of the shares of Common Stock owned by the Partnership and the Foundation. In addition, as of such date, Jacob C. Belin, a Trustee directly and beneficially owned 27,765 shares of the Common Stock of the Issuer, William T. Thompson, a Trustee, directly and beneficially owned 56,500 shares of the Common Stock of the Issuer and Winfred L. Thornton, a Trustee, directly and beneficially owned 3,471 shares of Common Stock of the Issuer. The number of shares owned by each of the foregoing Trustees individually and in the aggregate represented less than 1% of the outstanding Common Stock of the Issuer.

b. The Trustees, by virtue of their power to elect the directors of the General Partner of the Partnership and their status as directors of the

Foundation have the power to vote or direct the vote and the power to dispose or direct the disposition of the 49,643,292 shares of Common Stock of the Issuer owned by the Partnership and the 2,232,408 shares of Common Stock of the Issuer owned by the Foundation. Each of Messrs. Belin, Thompson and Thornton have the power to vote and to dispose of shares of Common Stock of the Issuer owned individually by such persons.

c. On December 17, 1998, the Trust contributed 49,643,292 shares of the Common Stock of the Issuer, together with certain other assets, to the Partnership in exchange for the limited partnership interest in the Partnership. As part of this transaction the General Partner acquired the general partnership interest in the Partnership. All of the issued and outstanding stock in the General Partner of the Partnership is owned by the Trust. Neither the Partnership, the Trust, the Trustees nor the Foundation has effected any other transaction in the Issuer's Common Stock within the past 60 days.

d. No person or entity other than the Partnership has the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, the shares of the Issuer's Common Stock owned by the Partnership.

e. Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships
with Respect to Securities of the Issuer

As of the date of this Schedule, neither the Partnership, the Trust, the Foundation nor any of the Trustees is a party to any contract, arrangement, understanding or relationship among themselves or with any other person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the Common Stock, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, the giving or withholding of proxies, or otherwise subject to a contingency the occurrence of which would give another person voting or investment power over the Common Stock.

Item 7. Material to be Filed as Exhibits

Agreement among Reporting Persons dated January 27, 1999 for the filing of a single Schedule 13D pursuant to Rule 13d-1(k)(1).

EXHIBIT INDEX

Exhibit 1 Agreement among Reporting Persons dated January 27,
1999.

EXHIBIT 1

AGREEMENT AMONG REPORTING PERSONS

THIS AGREEMENT is made and entered into by and among W. L. Thornton ("Thornton"), Jacob C. Belin ("Belin"), Hugh M. Durden ("Durden"), John F. Porter, III ("Porter"), William T. Thompson III ("Thompson"), Herbert H. Peyton ("Peyton"), Swamp Hall Properties, L.P. (the "Partnership"), the Alfred I. duPont Testamentary Trust (the "Trust") and The Nemours Foundation (the "Foundation").

W I T N E S S E T H:

WHEREAS, each of the parties hereto beneficially owns shares of the Common Stock of The St. Joe Company (the "Issuer");

WHEREAS, each of the parties hereto desires to file a single Schedule 13D indicating the beneficial ownership of each party; and

WHEREAS, Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934 (the "Act") requires that, when a Schedule 13D is filed on behalf of more than one person, the Schedule 13D shall include as an exhibit to the Schedule 13D an agreement in writing of such persons that the Schedule 13D is filed on behalf of each of them;

NOW, THEREFORE, in consideration of the premises and the mutual promises of the parties hereto, the parties hereto covenant and agree as follows:

1. Thornton, Belin, Durden, Porter, Thompson, Peyton, the Partnership, the Trust and the Foundation agree that a single Schedule 13D and any amendments thereto relating to the shares of Common Stock of the Issuer shall be filed on behalf of each of them.

2. Thornton, Belin, Durden, Porter, Thompson, Peyton, the Partnership, the Trust and the Foundation each acknowledge and agree that pursuant to Rule 13d-1(k)(1) under the Act each of them is individually responsible for the timely filing of such Schedule 13D and any amendments thereto and for the completeness and accuracy of the information contained therein.

3. This Agreement shall not be assignable by any party hereto.

4. This Agreement shall be terminated only upon the first to occur of the following: (a) the death of any of the individual parties hereto, (b) the dissolution, termination or settlement of the Partnership, the Trust or the Foundation or (c) a written notice of termination given by any party hereto to all of the other parties hereto.

5. This Agreement may be executed in several counterparts, each of which shall be deemed to be an original copy hereof, but all of which together shall constitute a single instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the 27th day of January, 1999.

Swamp Hall Properties, L.P.

By:/s/John F. Porter, III

John F. Porter, III, President of
The Rockland Company, the managing general partner of
Swamp Hall Properties, L.P.
(Duly Authorized Representative)

/s/ Winfred L. Thornton

(Signature)

Winfred L. Thornton

(Name)

/s/ Jacob C. Belin

(Signature)

Jacob C. Belin

(Name)

/s/ William T. Thompson III

(Signature)

William T. Thompson III

(Name)

/s/ Hugh M. Durden

(Signature)

Hugh M. Durden

(Name)

/s/ John F. Porter III

(Signature)

John F. Porter III

(Name)

/s/ Herbert H. Peyton

 (Signature)
 Herbert H. Peyton

 (Name)

Alfred I. duPont Testamentary Trust

 (Name of Trust)

/s/ Winfred L. Thornton

 (Signature)
 Winfred L. Thornton

 (Name)
 Chairman

 (Title)

The Nemours Foundation

 (Name of Foundation)

/s/ Jacob C. Belin

 (Signature)
 Jacob C. Belin

 (Name)
 President

 (Title)

SIGNATURE

After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this Statement on Schedule 13D is true, complete and correct.

Swamp Hall Properties, L.P.

By:/s/John F. Porter, III

John F. Porter, III, President of
The Rockland Company, the managing general partner of
Swamp Hall Properties, L.P.
(Duly Authorized Representative)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 27, 1999

(Date)

/s/ Winfred L. Thornton

(Signature)

Winfred L. Thornton

(Name)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 27, 1999

(Date)

/s/ Jacob C. Belin

(Signature)

Jacob C. Belin

(Name)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 27, 1999

(Date)

/s/ William T. Thompson III

(Signature)

William T. Thompson III

(Name)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 27, 1999

(Date)

/s/ Hugh M. Durden

(Signature)

Hugh M. Durden

(Name)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 27, 1999

(Date)

/s/ John F. Porter III

(Signature)

John F. Porter III

(Name)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 27, 1999

(Date)

/s/ Herbert H. Peyton

(Signature)

Herbert H. Peyton

(Name)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 27, 1999

(Date)

Alfred I. duPont Testamentary Trust

(Name of Trust)

/s/ Winfred L. Thornton

(Signature)

Winfred L. Thornton

(Name)

Chairman

(Title)

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

January 27, 1999

(Date)

The Nemours Foundation

(Name of Foundation)

/s/ Jacob C. Belin

(Signature)

Jacob C. Belin

(Name)

President

(Title)

Date: January 27, 1999