

IN WITNESS WHEREOF, SOUTHERN PILE FABRIC COMPANY and BROOKLINE FABRICS, INC. have caused this Agreement to be signed in their respective corporate names by their respective presidents or vice-presidents and their corporate seals to be hereunto affixed and attested by their respective secretaries all as of the day and year first above written.

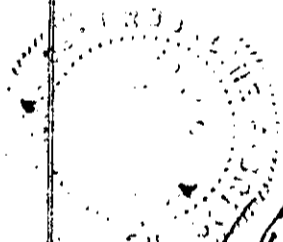


SOUTHERN PILE FABRIC COMPANY

By: Georgia Buckley
President

Attest: W^m C. Inkington
Secretary

BROOKLINE FABRICS, INC.



By: Georgia Buckley
President

Attest: W^m C. Inkington
Secretary