

expressly authorized to execute all such instruments of further assurance, including, but not limited to, deeds, assignments, bills of sale, releases or otherwise.

VII.

The terms and conditions contained in this Agreement shall inure to the benefit of and become binding upon the undersigned parties, their heirs, assigns, successors, executors and administrators.

IN WITNESS WHEREOF, the undersigned, a majority of the Directors of Fairfield and Somaco, under the corporate seals of said respective corporations, have signed and caused this Merger Agreement to be executed by and on behalf of said corporations this date and year first above written.

THE FAIRFIELD CO., INC. (SEAL)

By: [Signature]
[Signature]
Directors
"Party of the First Part"

SOUTHERN MACHINERY COMPANY (SEAL)

By: [Signature]
[Signature]
Directors
"Party of the Second Part"

(CONTINUED ON REVERSE)