

4. At the time of the aforesaid meeting of stockholders there were outstanding and entitled to vote on the proposed amendment 5,630,935 shares of the Common Stock of the Corporation and 289,615 shares of Preferred Stock, \$1.10 Cumulative Convertible Series, of the Corporation, each holder being entitled to one vote for each share held, and there was no other class of stock outstanding and no class of stock was entitled to vote thereon as a class. At the meeting 5,119,249 shares of stock of the Corporation were voted FOR the amendment and 59,792 shares were voted AGAINST the amendment, and the amendment was thus adopted by the holders of more than two-thirds of the shares entitled to vote thereon.

Executed in the name of the Corporation by its President and its Secretary, who declare under the penalties of perjury that the facts stated therein are true.

Dated June 30, 1970.

DAN RIVER MILLS, INCORPORATED

By *Robert S. Small*
Robert S. Small
President

By *Harlan H. Huntley*
Harlan H. Huntley
Secretary

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