

EXHIBIT A

PLAN OF MERGER

The terms and conditions of the proposed merger of Broad River Brick Company, Kendrick Brick and Tile Company and Rockingham Block & Ready-Mix Company, which are wholly owned subsidiary corporations of Boren Clay Products Company, into Boren Clay Products Company are as follows:

1. Parties to the Merger. The names of the corporations proposing to merge are Broad River Brick Company, Kendrick Brick and Tile Company and Rockingham Block & Ready-Mix Company, herein collectively called the "Merging Corporations"; and the name of the corporation into which the Merging Corporations propose to merge is Boren Clay Products Company, herein called "Boren"; and the Merging Corporations and Boren are herein collectively called the "Constituent Corporations".

2. Surviving Corporation. The name of the surviving corporation shall continue to be Boren Clay Products Company.

3. Pending Effectiveness of the Merger. Until the merger becomes effective, each of the Constituent Corporations shall continue to operate its plants and conduct its business in accordance with the authorizations and directives of its Board of Directors.

4. Effect of the Merger. Upon the merger becoming effective, the Constituent Corporations shall be a single corporation which shall be Boren, and the separate existence of the Merging Corporations shall cease. Thereupon, Boren, as the surviving corporation, shall own and possess all the

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