

WHEREAS, it is deemed appropriate by the parties to the Agreement to provide for certain other changes and amendments to the Agreement;

NOW THEREFORE, by and on behalf of Southern Bank and Trust Company and Merchants and Planters Bank, it is hereby agreed that the Agreement of Merger is amended as follows:

1.

Paragraph 10 of the Agreement is hereby amended so that, as amended, said Paragraph shall be and read as follows:

"The By-Laws of SOUTHERN, except as may be necessarily modified by this Agreement, are hereby adopted as the By-Laws of the Surviving Corporation until otherwise changed, and the Directors and Officers of Southern shall be the Directors and Officers of the Surviving Corporation, until otherwise changed. Such Directors and Officers are as follows:

DIRECTORS

Thomas C. Vandiver, Chairman

Louis P. Batson, Jr.	Sam H. Hunt	T. Hugh Simrill, Jr.
Fred S. Curdts	O. O. Jones	J. Henry Sitton
D. M. Beattie	Charles T. Kimbo	H. R. Stephenson, Jr.
R. Hugh Daniel	A. M. Lowdermilk	Ward S. Stone
Robert A. Dobson, Jr.	Wilkins Norwood	Dr. J. R. Thomason
O. E. Ford	John A. Marion	William R. Timmons, Jr.
B. Calhoun Hipp	George L. Phinney	George P. Wenck
W. A. Hopkins	Alfred B. Robinson	W. L. Norton

GENERAL OFFICERS

Thomas C. Vandiver, Chairman of the Board
 Sam H. Hunt, President
 H. J. Almers, Jr., Senior Vice President & Cashier

The above listed officers are General Officers. In addition thereto, all present operating officers of SOUTHERN shall continue in the same status in the merged corporation.

Approval of this Agreement shall constitute approval of the expansion of the Board of Directors of SOUTHERN by one to provide for a Board of 26 persons, and the vacancy so created shall be filled by action of the Board of Directors of SOUTHERN until the next annual meeting of the shareholders of SOUTHERN. It is agreed that the person selected by the present Board of Directors of M&P will be nominated to fill such vacancy."

2.

A new paragraph, designated Paragraph 13, is hereby added to the Agreement. Said Paragraph shall provide as follows: