

"In the event this Agreement has not been consummated prior to establishment of the Holding Company and the New Bank as described in the Preamble to this Amendment, then the Directors of Southern and M&P will use their best efforts to effect the approval of an Agreement of Merger to be in substitution of this Agreement, which Agreement of Merger shall be between Southern, M&P, Holding Company and New Bank and will provide, among other things, that in the event the merger of Southern into New Bank shall have occurred prior to the consummation of the merger of M&P into Southern, then M&P will be merged into New Bank upon the issuance to M&P shareholders of the same number of shares of Common Stock of Holding Company as currently provided in the Agreement with respect to the issuance of shares of Southern, and on the same basis."

IN WITNESS WHEREOF, the Directors of the said Southern Bank and Trust Company and Merchants and Planters Bank, Winnsboro, South Carolina, respectively, have hereunto set their hands and affixed the seals of the two corporations this 9th day of November, 1972.

Thomas C. Vandiver
Thomas C. Vandiver

O. E. Ford

Louis P. Batson, Jr.
Louis P. Batson, Jr.

B. Calhoun Hipp
B. Calhoun Hipp

D. M. Beattie
D. M. Beattie

W. A. Hopkins

Fred S. Curdts
Fred S. Curdts

Sam H. Hunt
Sam H. Hunt

R. Hugh Daniel

Oren O. Jones

Robert A. Dobson, Jr.
Robert A. Dobson, Jr.

Charles T. Kimbo
Charles T. Kimbo

A. M. Lowdermilk
A. M. Lowdermilk

J. Henry Sitton
J. Henry Sitton

Wilkins Norwood
Wilkins Norwood

Harry R. Stephenson, Jr.
Harry R. Stephenson, Jr.

W. L. Norton

Ward S. Stone
Ward S. Stone