

FILED  
GREENVILLE CO. S. C.

## AGREEMENT OF MERGER

MAY 25 12 57 PM '77

OF

DONNIE S. TANKERSLEY  
R.H.C.STANDARD COFFEE COMPANY, INC., AND  
WM. B. REILY & COMPANY, INC.

This Agreement of Merger ("Agreement") made and executed as of this 29th day of July, 1965, by and between STANDARD COFFEE COMPANY, INC., a Louisiana corporation ("Standard"), and WM. B. REILY & COMPANY, INC., also a Louisiana corporation ("Reily" or "the surviving corporation")

## W I T N E S S E T H T H A T:

WHEREAS, Standard is a corporation organized and existing under the laws of the State of Louisiana and having its domicile in Orleans Parish, and

WHEREAS, Reily is a corporation organized and existing under the laws of the State of Louisiana and having its domicile in Orleans Parish, and

WHEREAS, the authorized capital of Standard consists of 200,000 shares of no par value Common Stock of which 100,000 shares are issued and outstanding, and

WHEREAS, the authorized capital of Reily consists of 130,000 shares of \$25 par value voting Class "A" Common Stock, of which 65,000 shares are issued and outstanding, and 70,000 shares of \$25 par value non-voting Class "B" Common Stock, of which 35,000 shares are issued and outstanding, and

WHEREAS, the respective Boards of Directors of Standard and Reily have each unanimously determined that it is advisable that Standard be merged into Reily upon the terms and conditions set out below in accordance with the provisions of the law of the State of Louisiana,

NOW, THEREFORE, in consideration of the mutual covenants herein contained, it is agreed that, subject to the approval of the stockholders of Standard and Reily as described below, Standard will be merged into Reily in accordance with the following terms and conditions:

1. The Merger. Upon the approval of this Agreement by the holders of at least two-thirds of the issued and outstanding Common Stock of Standard and by the holders of at least two-thirds of the then issued and outstanding