

## AGREEMENT AND PLAN OF MERGER

AGREEMENT made this 22nd day of December, 1978, between INDUSTRIAL OFFICE SUPPLIERS, INC., a corporation organized and existing under the laws of the State of South Carolina, and HARPER BROTHERS, INC., a corporation organized and existing under the laws of the State of South Carolina.

INDUSTRIAL OFFICE SUPPLIERS, INC., shall be merged into HARPER BROTHERS, INC., pursuant to the following terms and conditions:

1. Industrial Office Suppliers, Inc., shall be merged into Harper Brothers, Inc., which latter corporation shall be the surviving corporation, and all of the assets of Industrial Office Suppliers, Inc., shall become the property of Harper Brothers, Inc., subject to all the liabilities and obligations of the merged corporations which Harper Brothers, Inc., hereby assumes.
2. The name of the surviving corporation shall be LATONE, INC.
3. This merger shall be effective December 26, 1978.
4. (a) The following stockholders will exchange the shares of stock owned by them, respectively, in the merged companies in the number set opposite their names for shares of stock in Harper Brothers, Inc., (to be Latone, Inc.):

<u>Name</u>	<u>HARPER BROTHERS, INC.</u>	<u>INDUSTRIAL OFFICE SUPPLIERS, INC.</u>
H. C. Harper	28,202	2058
Lucille West	205	0
Mary Ann H. Allen	26,650	0
Antony C. Harper	3,443	133
Elizabeth Harper	100	308
Allen D. Howland	50	0
J. E. Iler	100	0
George D. Malcolm	250	0

- (b) Upon consummation of this merger, the issued and outstanding stock of Latone, Inc., will be as follows:

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