

ascertain the number of shares of the common stock of Southern produced by the combined total of all of the fractional shares resulting from the aforesaid rate of exchange (specifically, one share of Southern for each 3.5 shares of SBT) and Southern shall forthwith cause to be sold such number of shares of its stock at the then market price and the net proceeds therefrom shall be distributed to the shareholders of SBT in accordance with the fractional interest of each such shareholder, such distribution to be made contemporaneously with the issuance to each such shareholder of the new certificate or certificates for whole shares as provided in sub-paragraph (b) above.

4. Upon and by reason of the merger becoming effective, from time to time and as and when required by the provisions of any agreement to which SBT or Southern shall become a party after the date hereof providing for the issuance of shares of capital stock or other equity securities of SBT or Southern in connection with a merger into SBT of any other corporation or the acquisition by SBT of the assets or stock of any other corporation, Southern will issue in accordance with the terms of any such agreement shares of its common stock or other equity securities as required by such agreement or in substitution for the shares of capital stock or other equity securities of SBT required to be issued by such agreement, as the case may be, which the stockholders of any other such corporation shall be entitled to receive by virtue of any such agreement.

5. Upon the merger becoming effective, the Board of Directors of Sobanco (which is comprised of the same persons as the Board of Directors of SBT) shall become the Directors of the Continuing Corporation. Such persons shall serve as Directors of the Continuing Corporation until the next annual meeting of shareholders of the Continuing Corporation or until such time as their successors are elected and have qualified.

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