

Since December 31, 1972, except as specified to Sobanco in writing at or prior to the date of this Agreement, there has been no material adverse change in SBT's financial condition, business or properties; SBT has not authorized, declared, paid or effected any dividend or liquidating or other distribution in respect to its capital stock or any direct or indirect redemption, purchase or acquisition of any such stock, other than agreed to by the parties hereto; and, in general, SBT has not entered into any transaction not in the ordinary course of its business.

(e) All taxes imposed by the U. S. or by any state, municipality, subdivision or instrumentality of the U. S. or by any other taxing authority, which are due or payable by SBT or its consolidating subsidiary, and all price redetermination or negotiation claims asserted or that may be asserted against them, have been paid in full or are adequately provided for by reserves shown in the records and books of account of SBT and will be so paid or provided for on the date of the merger. SBT has no knowledge of any unassessed tax deficiency proposed or threatened against it.

(f) There is no suit, action or legal or administrative proceeding pending, or to the knowledge of SBT threatened, against it or its consolidated subsidiary, which, if adversely determined, might materially and adversely affect the financial condition of SBT and its consolidated subsidiary or the conduct of their businesses nor is there any decree, injunction or order of any court, governmental department or agency outstanding against SBT or its consolidated subsidiary having any such effect.

B  
S  
O

4328 RV-2