

10. The Holding Company represents and warrants that:

(a) The Holding Company is a corporation for profit duly organized, validly existing and in good standing under the laws of Tennessee and is a registered bank holding company under the Bank Holding Company Act of 1956, as amended, and the stock of the Holding Company is publicly traded in the over-the-counter market.

(b) The shares of stock of the Holding Company to be issued to the shareholders of the Mortgage Company pursuant to section 6(a) of this Agreement will be validly authorized and issued, fully paid and non-assessable, and no shareholder of the Holding Company will have any pre-emptive rights of subscription or purchase in respect thereof.

(c) The Holding Company has furnished to the Mortgage Company copies of its most recent annual report, which report contains the consolidated statement of condition of the Holding Company and its subsidiaries as of December 31, 1973, and the related consolidated statement of income for the year ended on such date and the preceding year.

(d) The Holding Company will furnish to the Mortgage Company copies of each of its quarterly reports and other financial statements as distributed to its shareholders between the end of the preceding calendar year and the effective date of the merger, including statement of condition and related statement of income for the relevant periods, all to be certified, if requested, by the senior financial officer of the Holding Company.

(e) There has not been any material adverse change in the financial condition, assets, liabilities, business or operations of the Holding Company since December 31, 1973.

(f) The shares of the Holding Company to be issued pursuant to this Agreement shall be "lettered" stock and shall not be subject to transfer, unless the same be registered with all requisite regulatory agencies, or in lieu thereof, there shall be issued to the Holding Company an opinion of counsel acceptable to

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