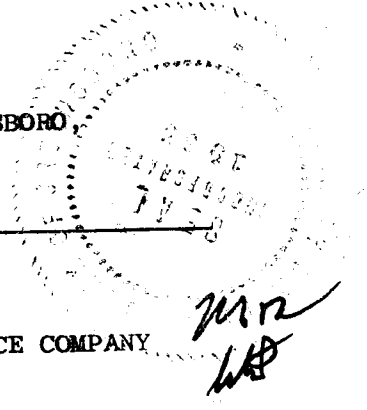


9. JEFFERSON and the TRUSTEE hereby consent to the consummation of the Agreement and Plan of Reorganization between A-M and Carolina Concrete Pipe Company.

IN WITNESS WHEREOF, SECURITY NATIONAL BANK OF GREENSBORO has caused this instrument to be executed by its Trust Officer, in evidence of its Agreement to its terms and to effectuate the Release herein provided for, and JEFFERSON STANDARD LIFE INSURANCE COMPANY and AMERICAN-MARIETTA COMPANY have caused these presents to be signed in their corporate name by their Vice-Presidents, and corporate seals to be hereunto affixed and attested by their Secretaries, all as of the date hereinabove first written.

SECURITY NATIONAL BANK OF GREENSBORO
TRUSTEE

BY: *A. C. Scott*
Trust Officer.



JEFFERSON STANDARD LIFE INSURANCE COMPANY

BY: *E. C. Hudgins*
Vice-President.

WITNESS:

Emily Ragsdale
Frankie Stone

ATTEST:

M. D. [unclear]
Secretary.

AMERICAN-MARIETTA COMPANY

BY: *[unclear]*
Vice-President.

WITNESS:

E. J. Nantz
[unclear]

ATTEST:

[unclear]
Secretary.

*Duly and properly
acknowledged and
probated and recorded*