

have no other and further rights with respect to the certificates of stock so surrendered:

Marshall A. Brooks shall forthwith surrender unto the Surviving Corporation Eleven Hundred Twenty-nine and Four-tenths (1129.4) shares of the five (5%) per cent cumulative preferred stock of Brookline Fabrics, Inc. and Nine Hundred Twenty-three and Three-tenths (923.3) shares of the five (5%) per cent cumulative preferred stock of Southern Pile Fabric Company and receive in exchange therefor Nine Hundred Twenty-three and Three-tenths (923.3) shares of the five (5%) per cent cumulative first preferred stock of the Surviving Corporation.

Velva Brooks shall forthwith surrender unto the Surviving Corporation Two Hundred and Ninety (290) shares of the five (5%) per cent cumulative preferred stock of Brookline Fabrics, Inc. and One Hundred Fifty-five and Nine-tenths (155.9) shares of the five (5%) per cent cumulative preferred stock of Southern Pile Fabric Company and receive in exchange therefor One Hundred Fifty-five and Nine-tenths (155.9) shares of the five (5%) per cent cumulative first preferred stock of the Surviving Corporation.

Marshall A. Brooks, Jr. shall forthwith surrender unto the Surviving Corporation Thirty-four and Seven-tenths (34.7) shares of the five (5%) per cent cumulative preferred stock of Brookline Fabrics, Inc. and Seventeen and Five-tenths (17.5) shares of the five (5%) per cent cumulative preferred stock of Southern Pile Fabric Company and receive in exchange therefor Seventeen and Five-tenths (17.5) shares of the five (5%) per cent cumulative first preferred stock of the Surviving Corporation.