

We, the undersigned, being stockholders of the BROOK-  
 LINE FABRICS, INC., organized and existing under the laws of the State  
 of South Carolina, and each owning the number of shares of stock in such  
 corporation set opposite our respective signatures hereto, and together  
 owning all of the capital stock of this corporation do hereby declare and  
 state that we severally have read the foregoing Agreement of Merger by  
 and between BROOKLINE FABRICS, INC. and SOUTHERN PILE FABRIC  
 COMPANY dated April 30, 1953 and we intend to be legally bound by all  
 of the terms and conditions set forth therein.

Names of Stockholders

Number of Shares

<u>Velva B Brooks</u> Marshall A. Brooks	1129.4 shares of the 5% cumulative preferred stock
<u>Marshall A Brooks</u> Velva Brooks	290 shares of the 5% cumulative preferred stock
<u>Marshall A. Brooks, Jr.</u> Marshall A. Brooks, Jr.	34.7 shares of the 5% cumulative preferred stock
<u>Dorval Brooks</u> Dorval Brooks	34.7 shares of the 5% cumulative preferred stock
<u>Marjorie D. Gregory</u> Marjorie D. Gregory	34.7 shares of the 5% cumulative preferred stock
<u>W<sup>m</sup> C. Forkington</u> William C. Forkington	336.5 shares of the 5% cumulative preferred stock and 160 shares of the common stock
<u>Myer Roseman</u> Myer Roseman	160 shares of the common stock