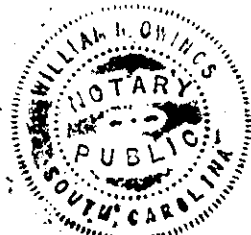


STATE OF SOUTH CAROLINA)
COUNTY OF LAURENS)

Before me, William N. Owings, a Notary Public in and for the State of South Carolina, personally came George L. Phinney, to me personally known, and to me known to be the President of The First National Bank of Laurens, who, being by me duly sworn, did depose and say that he is, and at the time of executing the foregoing instrument was, President of The First National Bank of Laurens; that he knows the corporate seal of said Bank; that the seal affixed to the foregoing Agreement of Merger is the corporate seal of said Bank, and that a majority of the Board of Directors of said Bank signed the foregoing Agreement by like authority; that since the ratification by the shareholders of such Agreement of Merger, such Merger Agreement was approved by the South Carolina State Board of Bank Control and the Federal Deposit Insurance Corporation; and the said George L. Phinney, President as aforesaid, acknowledged the execution of the foregoing Agreement of Merger as the act, deed and agreement of The First National Bank of Laurens.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my official seal this 15th day of November, 1971.



(Notarial Seal)

William N. Owings
William N. Owings
Notary Public for South Carolina
My Commission Expires

(Continued on next page)