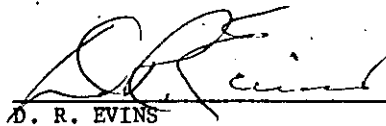



by them and the Trustee will convey and turn over all property and funds to its successor which will exercise all functions and be vested with authority herein provided for the original Trustee.

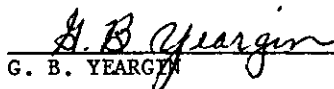
IN TESTIMONY WHEREOF, the parties hereto have caused this agreement to be duly executed the day and year first above written.

 (SEAL)
D. R. EVINS


 (SEAL)
RAY A. RIDGEWAY


 (SEAL)
JOE R. COLEMAN

 (SEAL)
W. D. O'STEEN


 (SEAL)
G. B. YEARGIN

 (SEAL)
DR. C. STUART PATTERSON

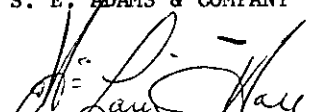
 (SEAL)
FRED L. MURRAY

 (SEAL)
MRS. B. KATE MOORE

 (SEAL)
MRS. W. H. WALLACE

 (SEAL)
I. MERCER BRISSEY, JR.

BY:  (SEAL)
S. E. ADAMS & COMPANY

 (SEAL)
McLAIN HALL