

PLAN OF MERGER

The following Plan of Merger has been considered by the directors of each of the constituent corporations and is recommended to the stockholders of each such corporation for their consideration. All directors of each corporation recommend approval, except Mr. J. Roy Pennell, Jr., director and Chairman of the Board of each corporation, who dissents.

1. NAMES. Greenville Concrete Company, a South Carolina corporation, shall merge into Spartanburg Concrete Company, a South Carolina corporation, and these two corporations shall constitute the constituent corporations in said merger. As of the effective date of the merger, the name of Spartanburg Concrete Company shall be changed to METROMONT MATERIALS CORP.

2. TERMS AND CONDITIONS. This Plan of Merger shall be submitted to the stockholders of each of the constituent corporations at special meetings of stockholders to be held on December 6, 1972, in accordance with notice of said meetings which shall be sent to all stockholders not less than twenty (20) days before such meeting. Said notice shall comply with all the terms and provisions of Section 12-203 of the Supplement to the South Carolina Code. If this Plan of Merger shall be approved by the affirmative vote of the holders of at least two-thirds of the outstanding shares of each of the constituent corporations, the merger herein proposed shall be effective as of the close of business on December 31, 1972, and the effective date of the merger shall be January 1, 1973.

If any shareholder of either of the constituent corporations shall elect to dissent from this Plan of Merger and elect to be paid the fair value of his shares under the provisions of Section 12-16.17 of the Supplement to the South Carolina Code, the directors of each

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