

THE ABOVE JOINT PLAN AND AGREEMENT OF MERGER, having been, in accordance with the State laws under which each corporation party thereto is organized and exists, executed on behalf of the following corporations by the officers and/or directors of each corporate party thereto and having been adopted by the stockholders of each corporate party thereto in accordance with the respective state laws under which each such corporation is organized and exists, and, where necessary or appropriate, the foregoing facts having been certified on the said Joint Plan and Agreement of Merger by the appropriate officer or officers of each such corporation, the President and the Secretary, of each corporation do now hereby execute this Joint Plan and Agreement of Merger under their corporate seals by authority of the directors and stockholders thereof, as the respective act, deed and agreement of each such corporate party to said Joint Plan and Agreement of Merger, on this 19 day of September, 1962.

ESTATE LIQUIDATING COMPANY

(Corporate Seal)

By S/ D. H. Woodbery  
 President  
S/ W. L. Van Dyke  
 Secretary

BENNETT-LEWALLEN COMPANY

(Corporate Seal)

By S/ D. H. Woodbery  
 Its President  
 and S/ W. L. Van Dyke  
 Its Secretary