

IN WITNESS WHEREOF, the parties have executed this agreement as of the day and year first above written.

PHILFEE CORPORATION  
By: [Signature]  
President

ATTEST: [Signature]  
Secretary

In the presence of:  
Anne D. George  
Charles D. Howe

AMERICAN DAY NURSERIES, INC.  
By: [Signature]  
President

ATTEST: [Signature]  
Secretary

In the presence of:  
Anne D. George  
Charles D. Howe

INTEGON LIFE INSURANCE CORPORATION  
By: [Signature]  
Vice President

ATTEST: [Signature]  
Asst. Secretary

In the presence of:  
[Signature]  
[Signature]

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