

EXHIBIT A  
AGREEMENT AND PLAN OF MERGER

AGREEMENT made this 30th day of June, 1976, between  
G. DOUGLAS WILSON & CO. (hereinafter called "Wilson"), a corporation of  
the State of South Carolina, whose principal office is at 728 North  
Pleasantburg Drive, Greenville, South Carolina, and BLANCHARD & CALHOUN  
MORTGAGE CO. (hereinafter called "Blanchard & Calhoun"), a corporation  
of the State of Georgia, whose principal office is at the Georgia Building,  
Suite 1200, 699 Broad Street, Augusta, Georgia, 30902, as follows:

WHEREAS, Wilson is (or is about to become) the record or  
equitable owner of all of the outstanding shares of capital stock of  
Blanchard & Calhoun, and the Directors of Wilson and Blanchard & Calhoun  
believe that it will be to the best interests of each corporation that  
Blanchard & Calhoun be merged into Wilson.

NOW, THEREFORE, in consideration of the mutual undertakings here-  
inafter set forth, Wilson and Blanchard & Calhoun agree as follows:

A. Blanchard & Calhoun shall be merged into Wilson by the trans-  
fer to Wilson of all the assets of Blanchard & Calhoun, subject to all of  
its liabilities and obligations, which liabilities and obligations Wilson  
shall assume, in complete cancellation of all the capital stock of Blanchard  
& Calhoun.

B. The name of the surviving corporation shall be "NCNB MORTGAGE  
SOUTH, INC."

C. The registered office of the corporation in the State of South  
Carolina shall be 217 East Coffee Street, Greenville, South Carolina, 29601,  
and the Registered Agent at such address shall be David A. Quattlebaum, III.

D. The number, names and post office addresses of the first  
Directors and principal Officers of the surviving corporation, who shall hold  
office until their successors are chosen or appointed according to the Bylaws  
of the surviving corporation, are:

Directors:

Bruce A. Beery	One NCNB Plaza, Charlotte, N. C. 28255
Robert L. Cashion	One NCNB Plaza, Charlotte, N. C. 28255
W. C. Covington, Jr.	One NCNB Plaza, Charlotte, N. C. 28255
W. H. Dougherty, Jr.	One NCNB Plaza, Charlotte, N. C. 28255
Willard Gourley, Jr.	One NCNB Plaza, Charlotte, N. C. 28255
George J. Karl	One NCNB Plaza, Charlotte, N. C. 28255
Edward P. Lawson	One NCNB Plaza, Charlotte, N. C. 28255
Addison H. Reese	One NCNB Plaza, Charlotte, N. C. 28255
Thomas C. Woolwine	One NCNB Plaza, Charlotte, N. C. 28255

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