

(a) Approval of this Agreement by the affirmative vote of at least two-thirds of (i) the common stock of Bank voting as a class, (ii) each series of preferred stock of Bank voting as a class, (iii) the common and preferred stock of the Bank, and (iv) the common stock of New Bank.

(b) Procurement of all other consents and approvals, and satisfaction of all other requirements prescribed by law which are necessary for the consummation of the merger.

(c) A Registration Statement for The Bank has been properly filed under applicable law and is in effect.

10. Representations and Warranties of Bank

Bank represents and warrants that:

(a) Bank is a banking corporation duly organized and validly existing in good standing under the laws of South Carolina, with authorized capital stock consisting of 936,704 shares of authorized common stock (\$5.00 par value) of which 865,616 is outstanding; 10,000 authorized and outstanding shares of Series "A" Cumulative Preferred stock (\$50.00 par value); 15,000 authorized and outstanding shares of Series "B" Cumulative Preferred stock (\$50.00 par value); 8,077 authorized and outstanding shares of Series "C" Cumulative Preferred stock (\$50.00 par value); 8,000 authorized and outstanding shares of Series "D" Cumulative Preferred stock; and 35,968 authorized and outstanding shares of Series "F" Cumulative Preferred stock, all of which are fully paid and non-assessable. There are no options, warrants, or rights entitling anyone to acquire from Bank any of its shares.

(b) Bank has delivered to New Bank and to the Corporation copies of its financial statements for the years ended December 31, 1979, 1980 and 1981, and for the eight months ended August 31, 1982. All such statements fairly set forth the financial condition of Bank at their respective dates and its net earnings for the relevant periods reported.

(c) Since August 31, 1982, there has not been any material adverse change in the financial condition, assets, liabilities, business or operations of Bank.

(d) There are no liabilities, including but not limited to liabilities for federal, state and local taxes, penalties, assessments, lawsuits, or claims against Bank, whether contingent or absolute, direct or indirect, material or immaterial, which do not appear on the balance sheet of Bank as of August 31, 1982, other than those arising in the ordinary course of the business of banking since such date.

(e) Bank has good and marketable title, free and clear of all liens and encumbrances, to all properties, interests in properties and other assets, real and personal, reflected on the financial statement of Bank as of August 31, 1982, or acquired since that date.

(f) Without the prior written consent of New Bank and Corporation, Bank shall not:

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