

NOTICE, AGREEMENT AND APPOINTMENT BY
FOREIGN CORPORATION (A NATIONAL BANKING
ASSOCIATION) RESULTANT FROM CONSOLIDATION
OF DOMESTIC (BANKING CORPORATION) CORPO-
RATION AND EXISTING FOREIGN (NATIONAL BANK-
ING ASSOCIATION) CORPORATION.

(Pursuant to Code Sections 8-125 and 12-20.7 and
the National Bank Act.)

Pursuant to Sections 8-125 and 12-20.7, the undersigned National Bank-
ing Association (which is the resultant consolidated national bank from the
consolidation of existing Bankers Trust of South Carolina (a South Carolina
banking corporation) with Peoples National Bank, Greenville, S. C. (an
existing national banking association located in Greenville, S. C.), such
consolidated banking association being under the charter of Peoples National
Bank, Greenville, S. C., and under the title of "Bankers Trust of South
Carolina, N. A."), hereby delivers to the Secretary of State of South Carolina
this executed document setting forth:

(A) The name of the new corporation (consolidated National
Banking Association) is BANKERS TRUST OF SOUTH CAROLINA, N. A.

(B) It agrees that it will promptly pay to the dissenting share-
holders of the participating domestic corporation (Bankers Trust of
South Carolina) the amount, if any, to which they are entitled under
Code Section 12-16.27. The undersigned further represents that there
are no such qualified dissenting shareholders of the same.

(C) It agrees that it may be served with process in this State
in any proceeding (I) to enforce any obligation of the participating domestic
corporation (Bankers Trust of South Carolina, a domestic banking corpora-
tion) or the participating foreign corporation (Peoples National Bank,