

THIS AGREEMENT, dated December 4, 1972, executed by DAN RIVER INC., pursuant to Section 12-20.7(d)(2) of the South Carolina Business Corporation Act of 1962, as amended, for delivery to and filing with the Secretary of State of South Carolina,

- - W I T N E S S E T H - -

WHEREAS:

1. The John Preston Warehouse Co., a South Carolina corporation, is to be merged into Dan River Inc., a Virginia corporation, under a Plan of Merger incorporated in Articles of Merger filed with the Secretary of State of South Carolina;
2. Dan River Inc. is to be the surviving corporation under the aforesaid Plan of Merger;
3. Dan River Inc. is authorized to do business in South Carolina, has a registered office and a registered agent in South Carolina, is subject to service of process in South Carolina, and the current address of its registered office in South Carolina is 409 East North Street, Greenville, Greenville County, South Carolina;
4. Dan River Inc. is the holder of all outstanding shares of the capital stock of The John Preston Warehouse Co., and there are no shareholders dissenting to the merger;
5. Notwithstanding the foregoing, Section 12-20.7 of the South Carolina Business Corporation Act of 1962, as amended, requires, in every case, that a document containing the agreements and appointment hereinafter stated be executed and delivered to the Secretary of State of South Carolina whenever the surviving corporation party to a merger is a foreign corporation;

(Continued on next Page)