

THIS INDENTURE dated this 16th day of March, 1977, by and between First Piedmont Bank and Trust Company (hereinafter sometimes called the "Grantor"), and First-Citizens Bank and Trust Company of South Carolina (hereinafter sometimes called the "Grantee").

W I T N E S S E T H :

WHEREAS the Grantor is a South Carolina corporation doing a banking business in South Carolina and in connection therewith owns certain written obligations, security instruments, leasehold rights, equipment and fixtures, buildings, and other real, personal, intangible and mixed property, all of which is more fully hereinafter described or referred to; and

WHEREAS, the Board of Directors of the Grantor at a meeting duly called and held has authorized and directed its proper officers to execute that certain agreement between Grantor and Grantee dated February 22, 1977 (the "Agreement"), authorizing the conveyance, assignment and transfer of all the properties, rights, privileges and franchises and all other assets of the Grantor, except as specifically provided in the Agreement, and the Agreement has been so executed by the proper officers of Grantor as well as of Grantee; and

WHEREAS, all approvals by all bank regulatory authorities having jurisdiction have been granted and all acts and things required by law and by the Articles of Incorporation and by-laws of the Grantor necessary to make this a valid and binding legal instrument have been done and performed and the execution and delivery of this Indenture has been in all respects duly authorized; NOW, THEREFORE,

KNOW ALL MEN BY THESE PRESENTS: That for and in consideration of Five (\$5.00) Dollars and other good and valuable consideration, together with the assumption of certain liabilities of Grantor by Grantee described in the Agreement, the receipt and sufficiency of all of which is hereby acknowledged, Grantor has executed and delivered this Indenture and has granted, bargained, sold, assigned, released, remised, conveyed, transferred, set over and confirmed, and by these presents does hereby set over and confirm unto the Grantee, its successors and assigns forever, the following described property:

(a) All and singular the assets of Grantor, including, without being limited to, properties of every kind and nature (whether real, personal, intangible or mixed) wherever situate and whether acquired or received

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