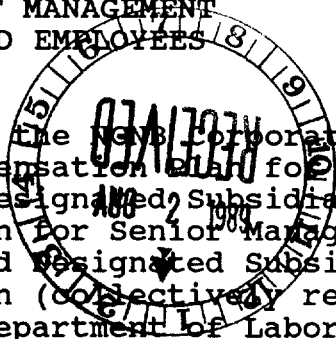


2520040152063

DECLARATION OF PLANS MAINTAINED
FOR A SELECT GROUP OF MANAGEMENT
OR HIGHLY COMPENSATED EMPLOYEES

The undersigned administrator of the NCNB Corporation and Designated Subsidiaries Deferred Compensation Plan for Key Employees, the NCNB Corporation and Designated Subsidiaries Supplemental Executive Retirement Plan for Senior Management Employees and the NCNB Corporation and Designated Subsidiaries Supplemental Executive Retirement Plan (collectively referred to herein as the "Plans"), pursuant to Department of Labor Regulation §2520.104-23, hereby declares that:



1. The name, address and employer identification number of the employer sponsoring the Plans is:

NCNB Corporation
One NCNB Plaza
Charlotte, North Carolina 28255
56-0906609

2. The sponsor maintains the Plans primarily for the purpose of providing deferred compensation for a select group of management or highly compensated employees.

3. The sponsor maintains three (3) such Plans and the name and maximum number of participants in each as of January 1, 1989 is:

| <u>Name</u> | <u>Number of Participants</u> |
|---|-------------------------------|
| NCNB Corporation and Designated Subsidiaries Deferred Compensation Plan for Key Employees | 81 |
| NCNB Corporation and Designated Subsidiaries Supplement Executive Retirement Plan for Senior Management Employees | 11 |
| NCNB Corporation and Designated Subsidiaries Supplement Executive Retirement Plan | 11 |

NCNB CORPORATION

By: Laurie B. Kelly
Title: Assistant Vice President