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GREENVILLE CO. S.C.
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DONNIE S. TANKERSLEY
R.M.C.

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STATE OF SOUTH CAROLINA)
) MEMORANDUM OF PURCHASE AND SALE AGREEMENT
COUNTY OF GREENVILLE)

This Memorandum, dated as of the 7th day of January, 1983, reflects that certain Purchase and Sale Agreement between Gladding Corporation, a New York corporation, and Paris Manufacturing Corporation, a Delaware corporation, in which Gladding Corporation transferred, conveyed and assigned to Paris Manufacturing Corporation, among other things, its interests as Lessee in that certain Lease between Greenville County, South Carolina, and Gladding Corporation dated as of March 1, 1972, and recorded in the R.M.C. Office for Greenville County, South Carolina, in Deed Book 943 at page 472.

In the Presence Of:

GLADDING CORPORATION

By: _____
CHAIRMAN OF THE BOARD

PARIS MANUFACTURING CORPORATION

By: _____
SECRETARY - TREASURER