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STATE OF SOUTH CAROLINA )  
                                  )  
COUNTY OF GREENVILLE )

AMENDMENT TO PARTNERSHIP AGREEMENT

THIS AGREEMENT, made as of this 26<sup>th</sup> day of March, 1975,  
between Alton E. Jones, Robert O. Vickery, Herbert R. Allen, M. William  
Bashor, Jr., Edgar A. Semchenko, Thomas C. Anders, Jr., Rita A. Balliew, and  
John F. Palmer,

WITNESSETH:

WHEREAS, on March 20, 1974, Alton E. Jones, Robert O. Vickery,  
Herbert R. Allen, M. William Bashor, Jr., Dan P. Williams, Edgar A. Semchenko,  
Thomas C. Anders, Jr., and Rita A. Balliew executed a partnership agreement  
for the partnership known as The Middleton Group Partnership.

WHEREAS, it is desired by the undersigned to continue said  
Partnership as herein amended.

NOW, THEREFORE, for and in consideration of the foregoing  
recitals and of the mutual promises and covenants herein contained, it is  
hereby agreed among the Partners as follows:

1. Paragraph V is amended by substituting "John F. Palmer's  
name in place of Dan P. Williams' name" opposite a 10% proportionate interest.  
John F. Palmer's name is also to be substituted for Dan P. Williams' name  
any other place it may appear in the partnership agreement.

2. Paragraph IX is amended by adding at the end of this  
paragraph section the following paragraph:

"If none of the partners exercise their option to purchase  
as set forth above, the selling partner may sell his interest at the same  
price and under the same terms as offered to the partners, to a non-partner."

3. It is hereby acknowledged by all the undersigned that the  
transfer of the 10% partnership interest of Dan P. Williams to John F. Palmer  
has been done with the consent of all partners. It is further acknowledged  
that payment has been received for such transfer. It is further hereby  
acknowledged that the new partner has all the rights and assumes all the  
responsibilities as set forth in the partnership agreement as amended and  
that he assumes all the existing rights and obligations of the Partnership.

DEC 31 2 27 PM '75  
DONNIE S. TANKERSLEY  
R.M.C.

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