STATE OF SOUTH CAROLINA

AGREEMENT

WITNESSETH:

WHEREAS, Woodfield owns and/or has options to purchase certain unimproved real property located at the corner of Pelham Road and Riley Smith Road, Greenville County, South Carolina, as more fully described in Exhibit A (the "Project") which is incorporated herein by reference; and

WHEREAS, the parties acknowledge that Developer has knowledge and experience in the development and sale of commercial real estate; and

WHEREAS, Woodfield desires to hire the Developer to provide the necessary services in the development of the Project into a shopping center and to thereafter find and solicit tenants for the Project on a commission basis; and

WHEREAS, the Developer is an independent contractor and a licensed real estate broker under the laws of the State of South Carolina; and

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(CONTRIVED ON NEXT PAGE)

LEATHERWOOD, WALKER, TODD & MANY

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