STATE OF SOUTH CAROLINA
COUNTY OF GREENVILLE

AGREEMENT

This Agreement made this Zielday of July, 1979, by and between James McNaughton and Mrs. James McNaughton, hereinafter known as JM and Gastroenterology Associates, P.A., hereinafter known as GAPA, for valuable consideration, the parties agree, as follows:

- 1. That they own undivided shares, fifty (50%) percent as to McNaughtons and fifty (50%) percent as to GAPA, of land as described in the attached copy of deed;
- 2. That they desire an agreement as to the ultimate disposition of the property in the event same is either developed or sold;
- 3. That in the event of a sale by JM or GAPA, they must first offer their share to the other at fair market value as determined by MAI appraisal for a period of ninety (90) days, thereafter, their share may be sold on the open market;
- 4. That in the event either JM or GAPA desires to build, prior to doing so, there must be an attempt to jointly build a single building on the property. In the event this is unsuccessful, then the party first asking to build, is to be given the choice of which half of the property to build upon, as determined by survey to decide equal shares as they lie upon the main Avenue. Thereafter, each agrees to deed the other their interest in the property so affected and the parties will have no further obligation to each other except for any rights of way or easements necessary

328 RV.2