

FEB 23 03 PM '83

STATE OF SOUTH CAROLINA
COUNTY OF GREENVILLE

JOHN E. GROCE, JR. and GEORGE WATSON SMITH, JR.)
PLAINTIFFS)
VERSLEY)
RIGHT OF FIRST REFUSAL)

WHEREAS, JOHN E. GROCE, JR. and GEORGE WATSON SMITH, JR., hereinafter respectively called "Groce and Smith", own a lot and building on West Antrim Drive in the City of Greenville which they have used for the practice of dentistry; and

WHEREAS, Groce and Smith have, on July 17, 1965, executed an Option Agreement whereby either co-owner may purchase the other's interest for its appraised value in the event of sale by either party, and in the event of death of either party, for a period of six (6) months after death; and

WHEREAS, JOSEPH W. HOLLIDAY, hereinafter referred to as "Holliday", has purchased the dental practice and assets of Smith and has entered into a Lease Agreement for the use of said property, and desires to acquire a right of first refusal to buy said property in the event either Groce or Smith, or both, decide to sell such property to a third party.

NOW, THEREFORE, it is agreed as follows:

1. Right of First Refusal. Groce and Smith, in consideration of the lease of premises and other sufficient and valuable consideration, receipt of which is hereby acknowledged, hereby give Holliday a right of first refusal to purchase said property at the price offered for a period of two (2) weeks after either or both parties, or their heirs, decide to sell their interests in said property to someone other than Groce and Smith, or their heirs. If Holliday is not leasing said property at the time of sale by Groce or Smith, this right of first refusal shall be void. If the price offered is subsequently changed, then Holliday shall have two (2) weeks thereafter to purchase said property at such price.

2. Exercise of Right of First Refusal. Groce and/or Smith shall give written notice to Holliday of their desire to sell said property and, if Holliday chooses to exercise his right of first refusal, he shall give written notice to the Sellers by certified mail, return receipt requested.

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