

Office for Greenville County, S. C. in Deed Book 803, page 330; and

WHEREAS, of even date herewith, for valuable consideration, the Bank is assigning and transferring over to SBT its leasehold interest under the three above mentioned ground leases, along with its interest in the buildings and improvements located on the three ground leased parcels, said assignment to be recorded with this agreement; and

WHEREAS, of even date herewith, SBT, for valuable consideration, is leasing or subletting back to the Bank the entire premises, being Parcels Nos. 1, 2 and 3, with the buildings and improvements thereon, for an initial period of at least twenty (20) years, which, under certain conditions, may be extended for a further period, with a series of four (4) five (5) year renewal options at the end of the initial term, or the extended term, as the case may be; and

WHEREAS, of even date herewith, SBT is granting a mortgage on its leasehold interests in the three parcels of land unto LIBERTY LIFE INSURANCE COMPANY in order to better finance its purchase from the Bank; and

WHEREAS, the initial or primary term of the lease back from SBT to the Bank extends the primary term of each of the three underlying leases referred to above; and

WHEREAS, the W. Thomas Brockman lease, as amended, grants unto the Tenant an option to purchase Parcel No. 2 on May 31, 1981, or, in lieu thereof, an option to extend the lease for a maximum period of twenty-five (25) years thereafter; and

WHEREAS, the Central Realty Corporation lease on Parcel No. 1 contains certain renewal options which would extend the term of the lease to the year 2016; and

WHEREAS, the Mildred Roper Wilkinson lease on Parcel No. 3 contains certain renewal options which would extend the term of the lease to the year 2040; and

WHEREAS, the agreement for the lease back from SBT to the Bank provides that SBT better secure the Bank to insure that none of

(Continued on next page)