

This Indenture, made and entered into this 8th day of December, 1977.

by and between James H. Benson, Jr.

of the County of Greenville, State of South Carolina

hereinafter called Lessor, party of the first part, and the Southern Bell Telephone and Telegraph Company, a corporation organized and existing under and by virtue of the laws of the State of New York and having its principal office and place of business in the City of Atlanta, Georgia, hereinafter called Lessee, party of the second part.

WITNESSETH:

That for and in consideration of the rents and covenants herein contained, Lessor hereby leases unto Lessee, its successors and assigns, the following described premises with the appurtenances in the City

of Greer, County of Greenville, State of

South Carolina, to-wit: The entire building, consisting of 3070 square feet of office space, located at the intersection of West Poinsett Street and Memorial Drive as shown on the drawing attached hereto and made a part hereof.

House Service to be furnished by Lessee. Utilities (except telephone) furnished by Lessor.

For use as a PhoneCenter Store and Business Office or for the general transaction of business to HAVE AND TO HOLD the same for a term of Five (5) years beginning on the 1st day of December, 1977, and ending on the 30th day of November, 1982, at an annual rental of Twelve Thousand and No/100's -----Dollars (\$ 12,000.00) payable in equal monthly installments of One Thousand and No/100's -----Dollars (\$ 1,000.00) during the term hereof.

This lease supersedes and nullifies lease dated September 5, 1973 between James H. Benson, Jr. and Southern Bell which provided for leasing a portion of the above mentioned building.

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