

STATE OF SOUTH CAROLINA
COUNTY OF GREENVILLE

DEED
S.C.
1939
RIGHT OF FIRST REFUSAL

WHEREAS, Sloan E. Jones (Jones) is the owner of 19.89 acres of land (together with additional adjoining land within the right of way of the Southern Railroad) on Hood Road as described in deed recorded in the R.M.C. Office for Greenville County, South Carolina, in Deed Book 1033 at page 947; and

WHEREAS, American Hoechst Corporation, Film Division (American Hoechst) is the owner of the other land on Hood Road adjoining the property of Jones and may desire to purchase said property if Jones decides to sell the same or receives an offer therefor which he is willing to accept;

NOW, THEREFORE, in consideration of the sum of Ten and No/100 (\$10.00) Dollars to Jones in hand paid by American Hoechst, the receipt and sufficiency of which is hereby acknowledged, Jones hereby grants to American Hoechst a right of first refusal with respect to said property in accordance with the following provisions:

1. If Jones receives from a willing and able party an acceptable bona fide offer to purchase or makes a bona fide offer to sell to any purchaser the premises hereinafter described, or any part thereof, Jones shall give to American Hoechst written notice thereof, specifying the price and terms of the offer, and including a statement by Jones that the proposed sale is in good faith.

2. American Hoechst shall thereupon have the prior option to purchase the premises hereinafter described, or any part thereof, covered by such offer for the same price and upon the same terms thereof. In order to exercise such option, American Hoechst shall give Jones written notice of its intention to exercise within fifteen (15) days after American Hoechst receives notice of the offer from Jones; whereupon American Hoechst shall have sixty (60) days thereafter to pay the consideration for and accept the fee simple conveyance of the property, free and clear of all liens and encumbrances, except the aforementioned right of way of the Southern Railroad.

3. If Jones receives from a willing and able party, an acceptable bona fide offer to purchase or makes a bona fide offer to sell to any

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