

FILED
GREENVILLE CO. S.C.
RIGHT OF FIRST REFUSAL AGREEMENT
DEC 13 2 51 PM '84

DONNIE S. TANKERSLEY
R.M.C.

THIS AGREEMENT, dated as of the 15th day of November, 1984, between DANIEL PROPERTIES 17, a Virginia limited partnership (DP-17), and DANIEL INTERNATIONAL CORPORATION, a South Carolina corporation (DIC), recites and provides:

RECITALS:

By deed of even date herewith, DIC conveyed to DP-17 certain improvements located in the City of Greenville, Greenville County, South Carolina, known as the "Daniel Centre" and more particularly described on Exhibit A attached hereto (the Improvements). By bill of sale of even date herewith, DIC conveyed to DP-17 certain personal property used in connection with the Improvements and more particularly described on Exhibit B attached hereto (the Personal Property). By ground lease of even date herewith (the Ground Lease), a memorandum of which is recorded prior hereto in the Office of Mesne Conveyances of Greenville County, South Carolina, DIC leased to DP-17 certain land located in the City of Greenville, Greenville County, South Carolina, and more particularly described on Exhibit C attached hereto (the Land). The Improvements, the Personal Property and the leasehold interest of DP-17 in and to the Land are sometimes hereinafter referred to collectively as the "Property."

DP-17 now wishes to grant to DIC a right of first refusal to purchase the Property on the terms and conditions set forth herein.

(CONTINUED ON NEXT PAGE)

RECORDED SET

20 OCT 1984

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