STATE OF SOUTH CAROLINA

COUNTY OF GREENVILLE

MEMORANDUM OF AGREEMENT

This Memorandum of Agreement made and entered into this the 24th day of August, 1975 by and between Lloyd D. Auten, Lawrence E. McNair and others

WITNESSETH:

FOR VALUE RECEIVED, Lawrence E. McNair hereby assigns and transfers to Lloyd D. Auten, his heirs and assigns the irrevocable right to receive twenty-five (25%) per cent of the net profits from the sale of the property identified in Exhibit "A"

IN WITNESS WHEREOF, the undersigned have set their hands and seals the date first written above.

IN THE PRESENCE OF:

Lawrence

Joyd D. Auten

ay & Grashf

STATE OF SOUTH CAROLINA

COUNTY OF GREENVILLE

PROBATE

PERSONALLY appeared the undersigned witness and made oath that (s)he saw the within named, Lawrence E. McNair and Lloyd D. Auten, sign, seal and as their act and deed deliver the within Memorandum of Agreement and that (s)he with the other witness subscribed above witnessed the execution thereof.

SWORN to before me this 29 day of August, 1975.

(SEAL)

Notary Public for South Carolina

My Commission Expires: 3/16/8/

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TO