

FILED
GREENVILLE CO. S. C.

1033 471

MAR 22 3 10 PM '76

DOANE S. W. HENSLEY
P.M.C.

STATE OF SOUTH CAROLINA)
)
COUNTY OF GREENVILLE)

THIRD AMENDMENT TO
PARTNERSHIP AGREEMENT

THIS AGREEMENT, made this 16th day of March, 1976,
between Robert O. Vickery, M. William Bashor, Jr., Edgar A. Semchenko,
Rita A. Balliew, and John F. Palmer;

W I T N E S S E T H:

WHEREAS on March 20, 1974, Alton E. Jones, Robert O. Vickery,
Herbert R. Allen, M. William Bashor, Jr., Dan P. Williams, Edgar A.
Semchenko, Thomas C. Anders, Jr., and Rita A. Balliew executed a
partnership agreement for the partnership known as The Middleton
Group Partnership;

WHEREAS, on March 26, 1975, the above named partners in the
Middleton Group entered into an Amendment and Assignment pertaining
to said partnership agreement wherein Dan P. Williams resigned as a
partner, transferring his interest in said partnership to John F.
Palmer, with the consent of all partners;

WHEREAS, on November 14, 1975, the above named partners in
The Middleton Group entered into a second Amendment and Assignment
pertaining to said partnership agreement wherein Alton E. Jones,
Herbert R. Allen and Thomas C. Anders, Jr. resigned as partners
transferring their interest in said partnership to the remaining
partners with the consent of all partners;

WHEREAS, it is desired by the undersigned to continue said
Partnership as amended herein.

NOW, THEREFORE, for and in consideration of the foregoing
recitals and of the mutual promises and covenants herein contained, it
is hereby agreed among the partners as follows:

1. Paragraph V of the original partnership agreement is
amended by deleting the name of Robert O. Vickery as a Partner, and
inserting in said paragraph the names and proportionate interest of
the remaining partners now comprising said partnership as follows:

4328 RV-2