

a negotiable promissory note in the amount of \$85,000.00 payable in ten (10) equal annual installments of \$8,500.00 beginning January 15, 1978 with interest from January 15, 1977 at the rate of 5% on the deferred balance payable annually, the first payment to begin on the 15th day of January, 1978 and the last payment on January 15, 1987, said payments to be made to Eloise Watkins, executrix of the estate of James Arlie Watkins, deceased, at 2 Gettysburg Street, Greenville, South Carolina, 29601, and in case of her death, to be made to the substituted executrix and/or executor of the estate of James Arlie Watkins, deceased. A copy of said note to be executed is attached hereto and made a part of this agreement.

3. That Watkins-Garrett & Woods Mortuary, Inc. hereby pledge the shares of stock being purchased from the estate of James Arlie Watkins, deceased, as collateral security for the payment of the note hereinabove set out, and agree that said shares of stock shall be held by the South Carolina National Bank as trustee, in escrow until said note is paid in full, at which time the stock certificates shall be delivered to Watkins-Garrett & Woods Mortuary, Inc. and/or its successors.

4. In the event of default in payment of said note for a period of thirty (30) days, and judgment is secured against Watkins-Garrett & Woods Mortuary, Inc. and/or its successors for the balance due thereon, the said stock certificates shall be delivered to the James Arlie Watkins Estate.

IN WITNESS WHEREOF the parties hereto have caused the within instrument to be executed by its duly authorized officers and in their official capacity have affixed their hands and seals this the 18 day of March, 1977.

IN THE PRESENCE OF

W. H. Williams  
Walter James Simpson  
 as to Watkins-Garrett & Woods  
 Mortuary, Inc.

Watkins-Garrett & Woods Mortuary,  
 Inc.

By: J. D. Garrett  
 President and  
John W. Woods  
 Secretary, Surviving Shareholders

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