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STATE OF SOUTH CAROLINA )  
COUNTY OF GREENWOOD )

OMNIBUS ASSIGNMENT AND CONVEYANCE

THIS OMNIBUS ASSIGNMENT AND CONVEYANCE, dated the 15<sup>th</sup> day of *MARCH*, 1982 from Abney Mills, a South Carolina corporation ("Abney"), with its principal office at 323 Jordan Street, Greenwood, South Carolina to D. Wellsman Johnson, Trustee ("Trustee"), with his office at Reynolds Street, Greenwood, South Carolina, and all shareholders of Abney Mills ("Shareholders").

W I T N E S S E T H :

WHEREAS Abney has elected to liquidate and dissolve, and, after liquidating distributions to its shareholders to distribute its entire remaining assets subject to all remaining liabilities, to Trustee for the ratable benefit of all shareholders of the outstanding stock; and

WHEREAS, Abney and Shareholders would prefer to effect immediately the aforementioned distribution of Abney's assets;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements contained herein, the parties hereto agree as follows:

1. Shareholders hereby assume liability for any and all of Abney's debts, liabilities, obligations and contracts, from whatever source arising, existing as of the date hereof or occurring in the future, whether now known or which shall become known.

2. Shareholders hereby agree to indemnify and hold harmless Trustee, his successors in office, his heirs and assigns from and against any and all claims, demands, costs or damages incurred by Trustee through Shareholders' failure to meet any of the commitments assumed by it under this Omnibus Assignment and Conveyance.

3. ALSO by these presents does convey, transfer, assign to and vest in Trustee for shareholders, his successors in office and assigns forever, all of Abney Mill's right, title and interest, legal and equitable, in and to all of its present assets, tangible and intangible, of every kind, character and description, and wheresoever situated (whether or not carried or reflected on Abney Mill's books and records, its financial statements, or upon any public records including, without limitation:

- (a) All cash on hand, in banks or in transit:
- (b) All real property, building leases, leasehold improvements, machinery and equipment, furniture and fixtures, accounts, notes and loans receivable, deposits, inventories, supplies, prepaid insurance and other prepaid

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