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STATE OF SOUTH CAROLINA GREENVILLE) COUNTY OF

MEMORANDUM OF

THIS AGREEMENT made and entered into as of this 1st day of January, 1983, between Dan River, Inc., hereinafter called Lessor, and PYA/Monarch, Inc., hereinafter called Lessee,

WITNESSETH:

In consideration of the rent and upon the terms and conditions set forth in a more detailed form of Sublease Agreement bearing even date herewith, between the same parties and covering the same property, the Lessor hereby leases unto the Lessee, its successors and assigns, and the Lessee hereby accepts the premises (including all improvements now or hereafter erected thereon) full described in Exhibit "A" hereto attached and made a part hereof.

TO HAVE AND TO HOLD the within described premises subject, however, to the terms, conditions and covenants expressed and declared in the aforementioned Sublease Agreement unto the Lessee, its successors and assigns, for an initial term of five (5) years (with renewal options), beginning on the date of January 1, 1983, as set forth in the detailed form of Sublease, unless this Sublease shall be sooner terminated under the terms of said Agreement.

IN WITNESS WHEREOF, the undersigned has hereunto set their hands and affixed their seals as of the day and year first above written.

In the Presence of:

DAN RIVER, INC.

Lessor

PYA/MONARCH, INC.

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