

BOOK 1590 PAGE 348

MEMORANDUM OF AMENDMENT AND ASSIGNMENT

This Memorandum of Amendment and Assignment ("Memorandum"), made and entered into this 27th day of December, 1982, by AUGUSTA WOODLANDS CORPORATION, a Georgia corporation ("Woodlands"), CHEMICAL BANK, a New York State Banking Corporation, as agent for the Lenders (the "Agent") and FIRST GEORGIA BANK, a Georgia banking corporation, as trustee (the "Trustee").

W I T N E S S E T H:

WHEREAS, the Lenders, the Agent, the Trustee, the Borrower, the Partnership, Woodlands, the Abitibi Partner, the Thomson Partner, Abitibi and the Original Purchasers have entered into the Agreement for Parity in Security for Consortium Loan and Certain Industrial Development Bonds; Amendment of Consortium Loan Agreement; and Amendment to Security Documents, dated as of December 1, 1982 (herein, together with any supplements or amendments thereto, called the "Agreement in Respect of Security"; all of the above parties being as defined therein) whereby the Lenders agree to share the Security pari passu with the Trustee; and

WHEREAS, the Security includes, inter alia, the Mortgage and Security Agreement (the "Woodlands Mortgage") dated the 10th day of May, 1982, between Woodlands and the Agent, recorded in Book 1571, Pages 459-474, Greenville County, South Carolina records.

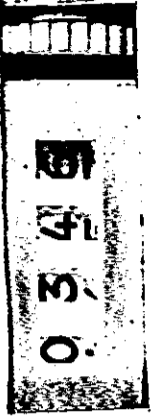
NOW THEREFORE, in consideration of the premises, and for other good and valuable consideration the receipt of which is hereby acknowledged, in order to secure the payment of the Bond Indebtedness and all amounts payable under the Agreement in Respect of Security:

1. The Agreement in Respect of Security, including, without limitation, all of the terms, covenants, representations, warranties and agreements thereof are by this reference incorporated herein and made a part hereof, and all words and phrases used herein shall have, unless otherwise expressly defined herein or unless the context otherwise requires, the same meanings, respectively, as are assigned to them in the Agreement in Respect of Security.

2. The Agent and the Lenders have transferred, conveyed and assigned and do hereby transfer, convey and assign to the Trustee, as Trustee under the Trust Indenture dated as of December 1, 1982, by and between the Development Authority of Richmond County and the Trustee, and to its successors in the

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