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STATE OF SOUTH CAROLINA COLL 401 MENDED AND RESTATED PARTNERSHIP AGREEMENT OF VILLAGE GREER PARTNERSHIP

THIS AGREEMENT made and entered into as of this <u>lst</u> day of September, 1978, between Frank B. Halter, Edmund M. Apperson, Caine Company, as Hanaging Agent, and the undersigned partners:

WITNESSETH:

WHEREAS, Frank B. Halter, Edmind N. Apperson, and Eugene Griffith entered into a partnership agreement known as VILLAGE GREER on or about October 13, 1972, which partnership acquired 52.6 acres, more or less, on United States Highway 29, at Memorial Drive Extension, in Greenville, South Carolina; and

IMEREAS, VILLAGE GREER has from time to time conveyed certain tracts or parcels of said 52.6 acres, and now owns 42.70 acres, more or less, all of which is undeveloped property with the exception of a .58 acre tract on which has been constructed a Pizza Hut under lease and subject to a first mortgage loan from First Federal Savings and Loan Association of Spartanburg, with a present principal balance due thereon of \$124,758.53; and

WHEREAS, said partners of VILLAGE GREER have agreed to the withdrawal of Eugene Griffith from such partnership, effective August 30, 1978, upon the sale of his entire interest in said partnership to Frank B. Halter and Edmund M. Apperson; and

MHEREAS, Frank B. Halter and Edmund M. Apperson desire to continue said VILLAGE GREER partnership and admit new partners thereto for cash contributions to the partnership;

NOW, THEREFORE, in consideration of the nutual covenants herein contained, it is agreed as follows:

1. Name and Business. The parties hereto hereby continue the partnership known as VILLAGE GREER, which owns the 42.7 acres, more or less, shown on the attached plat of property of VILLAGE GREER dated August 8, 1974, such property to include all the property shown on such plat, except those parcels labeled with the name of an owner, provided, however, that the .58 acre tract labeled "Pizza Hut" shall

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