

FILED
GREENVILLE CO S.C.

VOL 1201 PAGE 562

NOV 30 4 47 PM '83

JOHN D. AIKEN, JR.
R.M.C. SECOND AMENDMENT TO PARTNERSHIP AGREEMENT
of
WADE HAMPTON INVESTORS

WHEREAS, JOHN D. AIKEN, JR., JOHN W. CRONIN, JAMES P. FREEMAN, JOHN D. LOCKE, JR., SIDNEY P. MITCHELL, and DWIGHT A. NEWTON have heretofore entered into a Partnership Agreement dated December 22, 1980 creating a General Partnership under the laws of South Carolina known as WADE HAMPTON INVESTORS, which Partnership Agreement was first amended by Amendment dated as of February 6, 1981; and

WHEREAS, JAMES P. FREEMAN has withdrawn from the partnership as evidenced by his letter of withdrawal, a copy of which is attached hereto, and the other partners have elected to purchase the interest of James P. Freeman and to continue the partnership; and

WHEREAS, the partners desire to amend the Partnership Agreement to show the withdrawal of James P. Freeman and their election to continue the partnership;

NOW, THEREFORE, in consideration of the premises, the undersigned John D. Aiken, Jr., John W. Cronin, John D. Locke, Jr., Sidney P. Mitchell, and Dwight A. Newton, being all of the remaining partners, do hereby agree as follows:

1. The Partnership Agreement of WADE HAMPTON INVESTORS dated December 22, 1980 as first amended by Amendment dated as of February 6, 1981, is hereby amended by deleting the name of James P. Freeman as a partner and by re-establishing the capital accounts and the rights to profits and losses of the remaining partners as follows:

John D. Aiken, Jr.	20%
John W. Cronin .	10%
John D. Locke, Jr.	20%
Sidney P. Mitchell	40%
Dwight A. Newton	<u>10%</u>
Total	100%

2. The partnership shall continue with John D. Aiken, Jr., John W. Cronin, John D. Locke, Jr., Sidney P. Mitchell, and Dwight A. Newton as General Partners.

(CONTINUED ON NEXT PAGE)

GCTO -----3 NO30 83 034

4.0000

2950

21-8267