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GREENVILLE, S.C.

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STATE OF SOUTH CAROLINA	}	BILL OF SALE
COUNTY OF GREENVILLE		AND ASSIGNMENT OF LEASE

KNOW ALL MEN BY THESE PRESENTS:

That, McCall Brothers and Company, hereinafter known as "Party of the First Part," a corporation duly organized and formed in the State of South Carolina, in consideration of the issuance of 6,000 shares of the unregistered common stock of Heritage Industries, Inc., issued for the purchase price of \$15,000.00, less however, the balance due on the lease with Sherwood Leasing Corporation-Chemical Bank New York Trust Company, said balance being approximately \$2,707.40, paid and assumed by Heritage Industries, Inc., hereinafter known as "Party of the Second Part," a corporation duly organized and formed in the State of South Carolina, the receipt of which is hereby acknowledged, do hereby:

1. Transfer, convey, and assign all of the rights, title and interest including but not limited to any and all buy-back rights, in and to the hereinafter described goods and chattels which are presently on lease to the Party of the First Part, as shown on the attached sheets, the contents of which are incorporated herewith by reference, to-wit:

a. Those contain three sheets captioned "Sherwood Leasing Corporation-Chemical Bank New York Trust Company McCall Brothers." and initialed by Representatives of both parties noted above.

2. Sell and assign to the said Party of the Second Part any and all of the following goods and chattels, as shown on the attached sheets noted below and not presently on lease to Sherwood Leasing Corporation-Chemical Bank New York Trust Company, the contents of which are incorporated herewith by reference, to-wit:

a. Those contain three sheets captioned "Sherwood Leasing Corporation-Chemical Bank New York Trust Company McCall Brothers." and initialed by Representatives of both parties noted above.

3. The Party of the Second Part hereby assumes all liabilities for payment of leases on above-noted goods and chattels.

IN WITNESS WHEREOF, we hereunto set our hands this 27th day

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