

STATE OF SOUTH CAROLINA)
) FOURTH AMENDMENT TO
COUNTY OF GREENVILLE) PARTNERSHIP AGREEMENT

THIS AGREEMENT, made this 25 day of May, 1976, between
M. William Bashor, Jr., Edgar A. Semchenko, Rita A. Balliew, and
John F. Palmer:

W I T N E S S E T H:

WHEREAS, on March 20, 1974, Alton E. Jones, Robert O.
Vickery, Herbert R. Allen, M. William Bashor, Jr., Dan P. Williams,
Edgar A. Semchenko, Thomas C. Anders, Jr., and Rita A. Balliew exe-
cuted a partnership agreement for the partnership known as The
Middleton Group Partnership;

WHEREAS, On March 26, 1975, the above named partners in
the Middleton Group entered into an Amendment and Assignment per-
taining to said partnership agreement wherein Dan P. Williams resigned
as a partner, transferring his interest in said partnership to John
F. Palmer, with the consent of all partners;

WHEREAS, on November 14, 1975, the above named partners in
The Middleton Group entered into a second Amendment and Assignment
pertaining to said partnership agreement wherein Alton E. Jones,
Herbert R. Allen and Thomas C. Anders, Jr., resigned as partners
transferring their interest in said partnership to the remaining
partners with the consent of all partners;

WHEREAS, on March 10, 1976, the above named partners in the
Middleton Group entered into a Third amendment and assignment pertain-
ing to said partnership agreement wherein Robert O. Vickery resigned
as a partner, transferring his interest in said partnership pro rata
to the remaining partners, with the consent of all partners.

WHEREAS, it is desired by the undersigned to continue said
Partnership as amended herein.

NOW, THEREFORE, FOR and in consideration of the foregoing
recitals and of the mutual promises and covenants herein contained,
it is hereby agreed among the partners as follows:

- 1. Paragraph V of the original partnership agreement is
amended by adding the name of Darracott Auto Parts, Inc., as a

gls
[Handwritten signature]

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