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GREENVILLE CO. S. C.

1047-119

DEC 19 1976

STATE OF SOUTH CAROLINA)
 P.M.C.)
COUNTY OF GREENVILLE)

FIRST AMENDMENT TO PARTNERSHIP AGREEMENT

THIS AGREEMENT made this 30th day of November, 1976,
between M. William Bashor, Jr., Edgar A. Semchenko, Rita A. Balliew,
John F. Palmer, and Darrell Kellett;

W I T N E S S E T H:

WHEREAS, on May 25th, 1976, M. William Bashor, Jr.,
Edgar A. Semchenko, John F. Palmer, and Rita A. Balliew executed a
partnership agreement for the partnership known as The Group Two,
A General Partnership;

WHEREAS, on November 29, 1976, the above named partners
in Group Two, entered into an Amendment and Assignment pertaining to
said partnership agreement wherein M. William Bashor, Jr., resigned
as a partner, transferring his interest in said partnership to Darrell
Kellett, 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 fore-
going recitals and of the mutual promises and covenants herein con-
tained, it is hereby agreed among the Partners as follows:

1. Paragraph V of the original partnership agreement
is amended by deleting the name of M. William Bashor, Jr., as a
partner, and inserting in said paragraph the name of Darrell Kellett .
The proportionate interest of the partners now comprising said partner-
ship are as follows:

<u>NAME</u>	<u>PROPORTIONATE INTEREST</u>
Darrell Kellett	31.75%
John F. Palmer	22.75%
Edgar A. Semchenko	22.75%
Rita A. Balliew	22.75%

2. It is hereby acknowledged by all of the undersigned
that transfer of all of the partnership interest of M. William Bashor,
Jr., to Darrell Kellett has been done with the consent of all partners.
It is further acknowledged that payment has been received for such
transfer. It is further hereby acknowledged that all the existing
partners have all the rights and assume all the responsibilities as
set forth in the original partnership agreement and the amendments

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