

GREENVILLE CO. S. C.

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DONNIE S. TANKERSLEY
S.M.C.

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RIGHT OF FIRST REFUSAL

AS ADDITIONAL CONSIDERATION for the purchase by warranty deed of even date herewith, recorded in the office of the Register of Mesne Conveyance of Greenville County, South Carolina, of that certain piece, parcel of tract of land described on Exhibit A, attached hereto and incorporated herein by reference, from KOGER PROPERTIES, INC., by EXECUTIVE CENTER ASSOCIATES, a South Carolina limited partnership (hereinafter called "Center"), KOGER PROPERTIES, INC., does hereby grant and convey to Center a right of first refusal to purchase the property described on Exhibit B hereto attached and hereby made a part hereof, within 30 days of the receipt of written notice containing and on the same or similar terms as contained in a bona fide offer to purchase or sell either received or extended respectively by Koger Properties, Inc., notice of which shall be promptly given to Center.

The above right of first refusal shall be successive and shall continue to exist until such time as the earlier of the following events shall occur:

- (1) The purchase of the above described property by Center;
- (2) The expiration of five (5) years from the date hereof.
- (3) The purchase of said property by a contract purchaser or the Lease of said property by a contract lessee on the terms and conditions of such a bona fide offer rejected or not responded to by Center pursuant to its right hereunder, within sixty (60) days after the date Center rejects that offer or said 30-day period runs without acceptance by Center.
- (4) The development or lease of said property by Koger Properties, Inc., or any subsidiary or affiliate, provided, however, Koger Properties, Inc., agrees not to develop or lease said property for one year from the date hereof.

GREENVILLE COUNTY
REGISTER OF MESNE CONVEYANCE
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