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STATE OF SOUTH CAROLINA
COUNTY OF GREENVILLE

MEMORANDUM OF AGREEMENT

THIS MEMORANDUM OF AGREEMENT made and entered into as of this 9TH day of January, 1980, by and between William Randolph Hale, III and Nancy Ann Hale Riley, as Trustees (hereinafter referred to as "Optionor"), and First Trust Investment Company, Inc. (hereinafter referred to as "Optionee").

WITNESSETH:

In consideration of the premises and other consideration paid by Optionee to Optionor, the receipt and sufficiency whereof is hereby acknowledged, it is hereby mutually covenanted and agreed by and between the parties as follows:

1. Lease. Optionor does hereby lease to Optionee the property described in Exhibit "A" for the term of one (1) year from the date hereof.

2. Option to Renew Lease. Optionor hereby grants to Optionee the option to renew the lease of said property for a term of seven (7) years from the date of the expiration of the aforesaid one (1) year lease, with the further option to renew for two (2) successive seven (7) year periods.

3. Grant of Option. Optionor does hereby grant, bargain and sell to Optionee, its successors and assigns, the exclusive and irrevocable option to purchase the property described in Exhibit "A" annexed hereto and made a part hereof by reference and being hereinafter referred to as the "Property".

IN WITNESS WHEREOF, the undersigned parties have hereunto set their hands and seals the date and year first written above.

In the presence of:
Patrick A. Grayson William Randolph Hale, III (SEAL)
William Randolph Hale, III, Trustee
Alfred D. Mont Nancy Ann Hale Riley (SEAL)
Nancy Ann Hale Riley, Trustee
First Trust Investment Company, Inc. (SEAL)
BY: B.W. Bruce, President
Patrick A. Grayson
Alfred D. Mont

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