

GREENVILLE CO. S. C.  
MARCH 28 AM '80  
WALTERS

BOOK 1123 PAGE 370

STATE OF SOUTH CAROLINA )  
COUNTY OF GREENVILLE ) MEMORANDUM OF  
AGREEMENT OF LEASE

THIS AGREEMENT made and entered into as of this 11th day of March, 1980, between Robert M. Austell as Trustee for Robert H. Yeargin Charitable Trust No. 1 and 2 and Mary Ellen Yeargin Charitable Trust No. 1 and 2, hereinafter called Lessor, and Cencor, Inc., a Delaware Corporation, hereinafter called Lessee,

WITNESSETH:

In consideration of the rent and upon the terms and conditions set forth in a more detailed form of Lease Agreement bearing even date herewith, between the same parties and covering the same property, the Lessor hereby leases unto the Lessee, its successors and assigns, and the Lessee hereby accepts the premises (including all improvements now or hereafter erected thereon) fully described in Exhibit "A" hereto attached and made a part hereof.

TO HAVE AND TO HOLD the within described premises subject, however, to the terms, conditions and covenants expressed and declared in the aforementioned Lease Agreement unto the Lessee, its successors and assigns, for an initial term of fifteen (15) years beginning on April 1, 1980, as set forth in the detailed form of Lease, unless this Lease shall be sooner terminated under the terms of said Agreement.

IN WITNESS WHEREOF, the parties have set their hands and seals all as of the day and year first above written.

In the Presence of:

Neil D. McManis

Cheryl D. Thompson

Patricia McGinnis

Robert L. Reed

Robert M. Austell

Robert M. Austell as Trustee  
LESSOR

CENCOR, INC.

By: [Signature]

Its: [Signature]  
LESSEE