

1142-851

FIRST AMENDMENT TO PARTNERSHIP AGREEMENT
OF
WADE HAMPTON INVESTORS

RECEIVED
F.C.S.C.
JAN 29 1981
M.C. ERSLEY

WHEREAS, JOHN D. AIKEN, JR., JOHN W. CRONIN, JAMES P. FREEMAN, JOHN D. LOCKE, JR., SIDNEY P. MITCHELL and DWIGHT A. NEWTON have heretofore entered into a Partnership Agreement dated December 22, 1980 creating a general partnership under the laws of South Carolina known as Wade Hampton Investors, and

WHEREAS, said partners now desire to amend said Partnership Agreement in certain respects;

NOW, THEREFORE, said partners do hereby agree to amend and by these presents do hereby amend the aforesaid Partnership Agreement as follows:

FIRST: Article V concerning capital contributions is hereby amended by adding to said Article an additional paragraph which shall read as follows:

"In the event a partner fails or refuses to contribute his percentage of the amount required as original or additional capital contributions, he may be required to retire from the Partnership by a vote of those partners owning a majority in amount of the total capital accounts of all partners. Upon such retirement the remaining partners may elect to liquidate the Partnership or to continue the Partnership and liquidate the interest of the retired partner in accordance with the provisions of Articles X and XI hereunder."

SECOND: Section 8.1 of Article VIII is hereby deleted and in lieu thereof there shall be substituted a new Section 8.1 which shall read as follows:

"Section 8.1 Voting. Each partner shall have a voice in the management of the Partnership business. Except as otherwise provided in this Partnership Agreement, all decisions relating to the Partnership business shall be made by a vote of partners who own a majority in amount of the total capital accounts of all partners."

THIRD: Section 8.3 of Article VIII shall be amended to require the signatures of all partners with respect to certain transactions of the Partnership, and when amended, said Section shall read as follows:

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