

FILED  
GREENWOOD S.C.  
MAR 21 PM '82 A G R E E M E N T

THIS AGREEMENT, dated this 12<sup>th</sup> day of February, 1982,

by and between John R. Fulp, Jr., an individual residing in Anderson, South Carolina, The Abney Foundation, a charitable trust with principal office in Greenwood, South Carolina, and the Trust u/w Susie M. Abney dated March 8, 1963 f/b/o Sally A. Rose and The Abney Foundation, parties of the first part, hereinafter referred to collectively as the "Stockholders", and D. Wellsman Johnson, Trustee f/b/o all stockholders of Abney Mills, of certain assets distributed to him upon liquidation, party of the second part, hereinafter referred to as the "Trustee."

WHEREAS, such Stockholders own all the common stock of Abney Mills, a South Carolina corporation with the principal office in Greenwood, South Carolina, and

WHEREAS, Abney Mills is in the process of complete liquidation pursuant to a plan of complete liquidation adopted on April 2, 1980 and, in order to meet certain requirements under federal tax laws, must distribute all its assets to its Stockholders in complete liquidation prior to April 2, 1982, and

WHEREAS, Abney Mills has distributed to its Stockholders in liquidation substantially its assets but still owns a number of miscellaneous assets such as parcels of real estate which cannot be sold at fair prices prior to April 2, 1982 and which cannot without undue complications be distributed to its Stockholders in kind, and some liquid assets to provide for certain contingent and undetermined liabilities, and

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