ATTORNEYS, WALKER, HOOD & MANN
GREENVILLE, S.C.
PM '82

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

AGREEMENT AND BILL OF SALE

This Agreement made and entered into this 16 day of February, 1982, by and between the Greenville and Northern Railway Company, a South Carolina corporation, hereinafter called the "Railway," and Industrial Realty Co., Inc. and Industrial Scrap, Inc., South Carolina corporations, hereinafter collectively called "Industrial" (unless the full corporate name is used),

W I T N E S S E T H :

WHEREAS, the Railway did convey to Industrial Realty, Inc., a certain tract of land located on Pinsly Circle in Greenville County, South Carolina, by deed dated October 12, 1971, recorded in Book 928, Page 144, in the R.M.C. Office for Greenville County, South Carolina, and Industrial Scrap, Inc., is the lessee of this property; and,

WHEREAS, Industrial Realty, Inc., contemporaneously conveyed to the Railway rights-of-way and easements over the said property, by Agreement dated October 12, 1971, recorded in Deed Book 928, at Page 557, R.M.C. Office for Greenville County; and,

WHEREAS, the parties entered into another Agreement extending and modifying the earlier Agreements and Easements on February 6, 1976 which is recorded in the R.M.C. Office for Greenville County in Deed Book 1032, at Page 563; and,

WHEREAS, since the execution of the instruments mentioned above, the locations of some parts of the railway tracks across the easements have been slightly changed by mutual agreement; and,

WHEREAS, another track has been added which branches from Track No. 3 as hereinafter identified and this track shall be designated herein as Track No. 4;

WHEREAS, the parties now desire to further modify the earlier Agreements and convey certain railway equipment from the Railway to Industrial;