

STATE OF SOUTH CAROLINA)
 COUNTY OF GREENVILLE)

ASSIGNMENT OF PARTNERSHIP INTEREST
 AND BILL OF SALE

WHEREAS, Williams Street Development Corp. and Carolina Service Corporation of Greenville are the partners in Northgate Trace Joint Venture, A South Carolina General Partnership, and

WHEREAS, Carolina Service Corporation of Greenville wishes to sell all of its right, title and interest in and to said Partnership, to Williams Street Development Corp.

NOW THEREFORE, FOR AND IN CONSIDERATION of Twenty-Four Thousand and No/100 (\$24,000.00) Dollars, as evidenced by the promissory note attached hereto, the receipt and sufficiency of which is hereby acknowledged, the undersigned does hereby assign, transfer, sell, and convey unto Williams Street Development Corp., its successors and assigns, forever, all of the undersigned's right, title and interest in and to said Partnership, known as Northgate Trace Joint Venture, A South Carolina General Partnership.

WITNESS my hand and seal at Greenville, South Carolina, this the 31st day of August, 1984.

In the Presence of:

Janet E. Fleming
A. Susan Boyce

CAROLINA SERVICE CORPORATION OF GREENVILLE

BY: R. Dennis Stowell

ITS: Senior Vice President

STATE OF SOUTH CAROLINA)
 COUNTY OF GREENVILLE)

PROBATE

PERSONALLY APPEARED before me the undersigned witness and made oath that (s)he saw the within named CAROLINA SERVICE CORPORATION OF GREENVILLE, by its duly authorized officer, sign, seal and as their act and deed deliver the within written Assignment of Partnership Interest and Bill of Sale, and that (s)he, with the other witness subscribed above, witnessed the execution thereof.

SWORN to before me this

31 day of August, 1984.

Catherine B. Coe (L.S.)
 Notary Public for South Carolina

My Commission expires: 10-19-93

Janet E. Fleming