

3. Warranties of Assignor. Assignor does hereby warrant to Assignee that (i) except for the Permitted Encumbrances, the Assigned Rights are not subject to any assignment, lien or encumbrance arising by, through or under Assignor and (ii) Assignor has a good right to transfer, grant, convey and assign the Assigned Rights as hereinabove provided. EXCEPT FOR THE PRECEDING WARRANTIES AND THE EXPRESS REPRESENTATIONS, WARRANTIES AND COVENANTS OF ASSIGNOR CONTAINED IN THE ACQUISITION AGREEMENT (WHICH REPRESENTATIONS, WARRANTIES AND COVENANTS SHALL SURVIVE THE EXECUTION AND DELIVERY OF THE ACQUISITION AGREEMENT) AND SUBJECT TO THE LIMITATIONS SET FORTH IN THE ACQUISITION AGREEMENT, ASSIGNOR MAKES NO COVENANT, REPRESENTATION OR WARRANTY, EXPRESSED OR IMPLIED, REGARDING THE ASSIGNED RIGHTS, AND ASSIGNEE TAKES THE SAME AS IS.

4. Further Assurances. Assignor hereby covenants and agrees to sign, sell, execute and deliver, or cause to be signed, sold, executed or delivered, and to do or make, or cause to be done or made, upon request by Assignee, any and all agreements, instruments, papers, deeds, acts or things, supplemental, confirmatory or otherwise, as may be reasonably required by Assignee for the purpose of or in connection with acquiring or more effectively vesting in Assignee or evidencing the vesting in Assignee of the property, rights, title and interests of Assignor granted, conveyed, sold, assigned, transferred, set over or delivered or intended to be granted, conveyed, sold, assigned, transferred, set over or delivered, hereby or hereunder.

5. Governing Laws. This Agreement shall be governed by, and construed under, the laws of the State of South Carolina.

6. Successors and Assigns. This Agreement and the terms and provisions hereof shall inure to the benefit of, and be binding upon, the respective successors and assigns of Assignor and Assignee.

7. Counterparts. To facilitate execution, this instrument may be executed in as many counterparts as may be required; and it shall not be necessary that the signatures of all persons required to bind any party appear on each counterpart; but it shall be sufficient that the signature of, or on behalf of, each party, or that the signatures of the persons required to bind any party, appear on one or more such counterparts. All counterparts shall collectively constitute a single instrument.

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