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County, South Carolina and more fully identified on the attached Exhibit
"A." Further, said property shall be transferred free and clear of any
and all mortgages and/or liens whatsoever and this Memorandum of
Agreement constitutes the real property agreement specifying that such
property cannot be encumbered prior to distribution on January 2, 1986.

SECOND: That this Memorandum of Agreement incorporates by reference all of the terms and conditions of said original Agreement dated February 14, 1983, and as amended on October 17, 1984, and shall be binding upon the parties hereto, their personal representatives, legal representatives, successors, heirs and assigns.

IN WITNESS WHEREOF, the parties have signed this Agreement on the date above first written.

IN THE PRESENCE OF:

BAY BROKERAGE CO., INC.

JUDI CLOUL

By: Sharp a Start - Fr

Cynthia J. Holder

Richard W. Bailey

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