

**ADDENDUM TO LITIGATION RETENTION AGREEMENT
FOR SPECIAL COUNSEL APPOINTED BY THE
SOUTH CAROLINA STATE TREASURER**

This Addendum ("Addendum") to Litigation Retention Agreement for Special Counsel Appointed by the South Carolina State Treasurer ("Litigation Retention Agreement") is made by and among the South Carolina State Treasurer Curtis M. Loftis, Jr. ("State Treasurer") and the below-signed attorneys ("Special Counsel").

WHEREAS, the Litigation Retention Agreement was executed by the State Treasurer and Mitchell Willoughby on June 18, 2010 and was duly approved by the Attorney General by letter dated June 23, 2010.

WHEREAS, Mitchell Willoughby has requested of the State Treasurer that he and his firm be permitted to associate Michael H. Montgomery and his firm as additional special counsel for completion of the litigation and legal services contemplated by the Litigation Retention Agreement.

WHEREAS, Michael H. Montgomery has agreed to be associated under the terms, conditions, rights and privileges of the Litigation Retention Agreement.

WHEREAS, the State shall be responsible for only the fees, costs and other payments that may be required under the Litigation Retention Agreement and the State shall not incur any additional fees because of the addition of Mr. Montgomery and his firm.

NOW, THEREFORE, in consideration of the mutual promises and covenants set forth in this Addendum to the Litigation Retention Agreement itself, and for other valuable consideration, the State Treasurer and Special Counsel hereby agree to the following terms and conditions:

1. Special Counsel Michael H. Montgomery agrees to be fully bound by all of the terms, conditions, rights and privileges set forth in the attached Litigation Retention Agreement.
2. Michael H. Montgomery and his firm and Mitchell Willoughby and his firm both agree that the State shall only be responsible for the fees, costs and other payments required under the Litigation Retention Agreement and the State shall have no responsibility for any additional fees related to the association of Mr. Montgomery as additional Special Counsel in this matter.
3. With the agreement set forth above and with the understanding that the State will incur no additional fees with the appointment of Mr. Montgomery and his firm as additional Special Counsel, the undersigned State Treasurer hereby appoints, subject to the advice and consent of the South Carolina Attorney General, Michael H. Montgomery and his firm as additional Special Counsel to be associated with

Mitchell Willoughby and his firm as initial Special Counsel, to fully represent the State in connection with the legal matters contemplated by the Litigation Retention Agreement.

4. The division of fees between Mr. Montgomery and his firm and Mr. Willoughby and his firm shall be agreed to by Mr. Willoughby and Mr. Montgomery under the terms of a separate written document.

This Addendum to Litigation Retention Agreement is made effective this 20th day of January, 2011.

State Treasurer of South Carolina

Signature Redacted

Curtis M. Loftis, Jr.

Special Counsel

MONTGOMERY WILLARD, LLC

Signature Redacted

By: Michael H. Montgomery
Its: managing member

WILLOUGHBY & HOEFER, P.A.

Signature Redacted

By: Mitchell Willoughby
Its: President