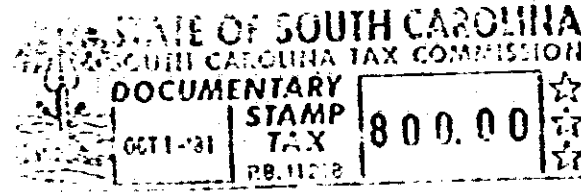


GREENVILLE CO. S. C.
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FIRST MORTGAGE OF REAL ESTATE

STATE OF SOUTH CAROLINA
COUNTY OF GREENVILLE



TO ALL WHOM THESE PRESENTS MAY CONCERN: BENT OAK ASSOCIATES, a South Carolina limited partnership hereinafter referred to as "Mortgagor," SENDS GREETINGS:

WHEREAS, the said Mortgagor is well and duly indebted unto RUNION-WILLIAMS, a South Carolina limited partnership, hereinafter referred to as "Mortgagee," as evidenced by a certain Nonrecourse First Mortgage Promissory Note of even date herewith, the terms of which are incorporated herein by reference in the sum of TWO MILLION AND NO/100 DOLLARS (\$2,000,000.00) (hereinafter referred to as the "Note") with interest to be repaid as set forth in the Note; and

WHEREAS, the Mortgagor may hereafter become indebted to said Mortgagee for such further sums as may be advanced to or for the Mortgagor's account for taxes, insurance premiums, public assessments, and necessary repairs;

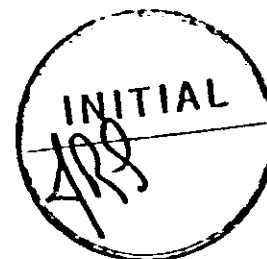
NOW, THEREFORE, KNOW ALL MEN BY THESE PRESENTS, that the Mortgagor, in consideration of the aforesaid debt, and in order to secure the payment thereof and of such further sums for which the Mortgagor may become indebted to the Mortgagee at any time for advances made to or for Mortgagor's account by the Mortgagee for taxes, insurance premiums, public assessments and necessary repairs, and also in consideration of the further sum of Three Dollars (\$3.00) to the Mortgagor in hand well and truly paid by the Mortgagee at and before the sealing and delivery of these presents, the receipt whereof is hereby acknowledged, has granted, bargained, sold, and released, and by these presents does hereby grant, bargain, sell, and release unto the Mortgagee, its successors and assigns forever, the property described on Exhibit "A" attached hereto and made a part hereof by this reference.

TOGETHER with all buildings, structures, and other improvements now or hereafter located on the property hereinbefore described, or any part and parcel thereof; and

TOGETHER with all and singular the tenements, hereditaments, easements, and appurtenances thereunto belonging or in any wise appertaining, and the reversion or reversions, remainder and remainders, rents, issues, and profits thereof; and also all the estate, right, title, interest, claim, and demand whatsoever of Mortgagor of, in, and to the same and of, in, and to every part and parcel thereof; and

TOGETHER with all heating, plumbing, and lighting fixtures and any other equipment or fixtures now or hereafter attached, connected, or fixed thereto in any manner; and

This instrument prepared by:
Sanford H. Zatcoff, Esq.
Alston, Miller & Gaines
1200 C&S National Bank Building
35 Broad Street
Atlanta, Georgia 30335



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