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GREENVILLE CO. S. C.

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JOHN W. WARRERSLEY  
MORTGAGE AND SECURITY AGREEMENT

SOUTH CAROLINA, GREENVILLE COUNTY

THIS MORTGAGE AND SECURITY AGREEMENT dated as of February 1, 1982 (hereinafter referred to as this "Mortgage"), made and entered into between OWEN BROTHERS, INC., a Georgia corporation (the "Company"), and THE CITIZENS AND SOUTHERN NATIONAL BANK, Atlanta, Georgia, a national banking association, as trustee under the Indenture hereinafter referred to (the "Trustee") for the benefit of the holders of the Bonds hereinafter described,

W I T N E S S E T H :

WHEREAS, Greenville County, South Carolina, a political subdivision of the State of South Carolina (the "Issuer"), has issued or proposes to issue its Revenue Bonds (Owen Brothers, Inc. Project), Series 1982, in the principal amount of \$500,000 (the "Series 1982 Bonds") dated the date of issuance and delivery thereof and having a final maturity date of April 1, 1992; and

WHEREAS, the Series 1982 Bonds are to be issued under and pursuant to that certain Indenture of Trust of even date herewith between the Issuer and the Trustee, as trustee for the benefit of the holders of the Series 1982 Bonds and any Additional Bonds issued thereunder (said Series 1982 Bonds and Additional Bonds hereinafter referred to collectively as the "Bonds") (said Indenture of Trust, together with all amendments and supplements thereto, herein called the "Indenture"); and

WHEREAS, the proceeds derived from the issuance of the Series 1982 Bonds are to be loaned to the Company for use by the Company in the construction and installation of certain warehouse and distribution facilities on certain real property owned by the Company and located in Greenville County, South Carolina (such real property and improvements hereinafter referred to as the "Project"); and

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