

THE STATE OF SOUTH CAROLINA)
 :
 COUNTY OF GREENVILLE)



TO ALL WHOM THESE PRESENTS MAY CONCERN:

Sagov S.A. (ZUG) (hereinafter called "Mortgagor"),

SEND GREETING:

Whereas, Mortgagor owns all of the outstanding shares of Waldman Group, Inc.;

Whereas, Waldman Group, Inc., in and by the following Promissory Notes in writing:

(1) Promissory Note dated October 28, 1974 in the principal amount of \$500,000.00 with the current amount of \$50,000.00 owing; (2) Promissory Note dated February 24, 1975 in the principal amount of \$211,359.40; (3) Promissory Note dated February 24, 1975 in the principal amount of \$239,609.22, is well and truly indebted to Manufacturers Hanover Trust Company (hereinafter called "Mortgagee") in the full and just sum of Five Hundred Thousand, Nine Hundred Sixty-Eight Dollars and 62/100 Cents (\$500,968.62), to be paid as set forth in said Promissory Notes (the "Notes"); and if any portion of principal or interest be at any time past due and unpaid, the whole amount evidenced by said Notes to become immediately due, at the option of the holder hereof, who may sue thereon and foreclose this mortgage; and in case said Notes, after their maturity should be placed in the hands of an attorney for suit or collection, or if before their maturity it should be deemed by the holder thereof necessary for the protection of his interests to place and the holder should place the said Notes or this mortgage in the hands of an attorney for any legal proceedings, then and in either of said cases Mortgagor promises to pay all costs and expenses including 10 percent of the indebtedness as attorneys' fees, this to be added to the mortgage indebtedness and to be secured under this mortgage as a part of said debt.

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