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SOUTH CAROLINA PURCHASE MONEY, WRAPAROUND
SECOND MORTGAGE OF REAL ESTATE
AND SECURITY AGREEMENT

STATE OF SOUTH CAROLINA
COUNTY OF GREENVILLE

TO ALL WHOM THESE PRESENTS MAY CONCERN: DAIN CAROLINA PARTNERS, A LIMITED PARTNERSHIP (hereinafter called "Mortgagor"), SENDS GREETINGS:

WHEREAS, Mortgagor is well and duly indebted unto HAMPTON ARMS APARTMENTS, a South Carolina general partnership, also known as Hampton Arms, a partnership (hereinafter called "Mortgagee"), as evidenced by Mortgagor's written promissory note (hereinafter called "Note"), the terms of which are incorporated herein by reference, in the sum of ONE MILLION SEVEN HUNDRED THIRTY-SIX THOUSAND EIGHT HUNDRED SEVEN AND 95/100 (\$1,736,807.95) DOLLARS with interest and other charges to be repaid as set forth in said Note;

NOW THEREFORE, KNOW ALL MEN BY THESE PRESENTS, that Mortgagor, in consideration of the aforesaid debt, and in order to secure the payment thereof and also in consideration of the further sum of THREE AND No/100 (\$3.00) DOLLARS to Mortgagor in hand well and truly paid by Mortgagee at and before the sealing and delivery of these presents, the receipt whereof is hereby acknowledged, has mortgaged, granted, bargained, sold and released, and by these presents does hereby mortgage, grant, bargain, sell and release unto Mortgagee, its successors and assigns forever, the real estate which is described in Exhibit "A" attached hereto and made a part hereof by reference;

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

TOGETHER with all rights, title and interest of Mortgagor in and to the minerals, flowers, shrubs, crops, trees, timber, and other emblements now or hereafter on said property or under or above the same or any part or 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 the right, title and interest of Mortgagor, if any, in and to the land lying in the bed of any street, road or avenue,

RECORDED IN THE OFFICE OF THE CLERK OF THE COURT OF COMMON PLEAS IN THE COUNTY OF GREENVILLE, SOUTH CAROLINA, THIS 19TH DAY OF MARCH, 1994.

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