

Greer,
South Carolina

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FILED
GREENVILLE, S.C.
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DONNIE S. JANKINS

FILED
GREENVILLE, S.C.
MORTGAGE AND DEED OF TRUST

MORTGAGE AND DEED OF TRUST (herein called the "Mortgage") made by Melvale Realty Corporation, a Pennsylvania corporation (herein called the "Mortgagor"), to CITIBANK, N.A., having an address at 399 Park Avenue, New York, New York (herein called the "Bank"), as agent (herein called the "Agent") for itself and The Prudential Insurance Company of America (herein called "Prudential").

The maximum amount of outstanding current and future advances, exclusive of interest, secured by the mortgage is \$200,000.

W I T N E S S E T H :

WHEREAS, the Bank, Branch Motor Express Company, a Pennsylvania corporation (herein called the "Company") and Branch Industries, Inc., a Delaware corporation (the "Guarantor"), are parties to a Credit Agreement dated as of June 1, 1965, as amended, which Credit Agreement has been further amended and restated by an Amendment dated as of January 1, 1984 (said Credit Agreement, as so amended and restated and as it may hereafter be further amended or otherwise modified from time to time, being herein called the "Credit Agreement"); and

WHEREAS, the Mortgagor is a wholly-owned subsidiary of the Guarantor; and

WHEREAS, it is a condition precedent to the amendment and restatement of the Credit Agreement requested by the Company that Mortgagor shall have granted this Mortgage; and

WHEREAS, the Mortgagor's principal business is the leasing of its facilities for use as a freight terminal by motor carriers and the Company is the sole lessee of said facilities; and

WHEREAS, if the Bank does not consent to an amendment of the Note Agreement the Company may be unable to meet its obligation as lessee to the Mortgagor; and

WHEREAS, it is of significant benefit to the Mortgagor that the Bank consent to an amendment of the Note Agreement so as to avoid the financial disability of the Company, the sole shareholder of the Mortgagor;

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STATE OF SOUTH CAROLINA
SOUTH CAROLINA TAX COMMISSION
DOCUMENTARY STAMP
MAR-284 TAX 80.00
RE 11218

1650 496

228-8267