

ASSIGNMENT OF SUBLESSEE'S INTEREST IN
SUBLEASE AND ASSUMPTION OF OBLIGATIONS

STATE SOUTH CAROLINA
COUNTY OF GREENVILLE

This Assignment of Sublessee's Interest in Sublease and Assumption of Obligations (hereinafter referred to as "Assignment"), made the 28th day of July, 1982, by and between BTP CAPITAL CORP., a Texas corporation (hereinafter referred to as "Assignor") and INDEPRO PROPERTY FUND I, L. P., a Delaware limited partnership (hereinafter referred to as "Assignee").

W I T N E S S E T H:

WHEREAS, The Peoples National Bank of Greenville, South Carolina ("PNB"), entered into that certain Lease Agreement dated November 25, 1970, by and among Grace Charles Martin, et. al., lessors, and PNB, lessee, a memorandum of the Lease Agreement being recorded in Volume 903, Page 464 of the Deed Records of Greenville County, South Carolina, and which Lease Agreement is attached hereto as Exhibit "A" and which is incorporated herein by reference for all purposes (hereinafter referred to as the "Lease"); and,

WHEREAS, PNB merged into Bankers Trust of South Carolina, a banking corporation organized and existing under the laws of the State of South Carolina ("Bank") and Bank thereby succeeded to PNB's interest as lessee under the Lease; and,

WHEREAS, Bank entered into that certain Sublease and Assumption of Obligations ("Sublease") dated March 7, 1980, by and between Bank as Sublessor and Assignor as Sublessee, which Sublease is attached hereto as Exhibit "B" and which is incorporated herein by reference for all purposes; and,

WHEREAS, the Sublease permits Assignor thereunder to assign Assignor's right, title, and interest under the Sublease without being required to obtain the consent of Bank thereunder to such assignment; and,

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