

FILED
GREENVILLE CO. S. C.

BOOK 1633 PAGE 91

OCT 26 5 10 PM '83
DONNIE R. W. WATSON
R.M.C.
FIRST AMENDMENT TO
SECOND MORTGAGE AND SECURITY AGREEMENT

This First Amendment (the "First Amendment") is made and entered into this 28th day of October, 1983, between and among (i) the First National Bank of Chicago, a national banking association ("the Mortgagee"), (ii) Orchard Park Associates Joint Venture, a South Carolina joint venture partnership (the "Joint Venture") (comprised of Orchard Park Apartments Limited Partnership [the "Hutton Partnership"], AmReal Corporation and N. Barton Tuck, Jr.), and (iii) U.S. Shelter Corporation, a South Carolina corporation ("Shelter").

This First Amendment is made with reference to the following:

A. That certain Second Mortgage and Security Agreement dated July 22, 1983 (the "Second Mortgage"), made by Shelter in favor of Mortgagee, securing a Promissory Note in a face amount of \$532,500, and recorded July 22, 1983 in Book No. 1617 at page 316 in the Official Records of Greenville County, South Carolina.

B. That certain Assumption Agreement dated concurrently herewith (the "Assumption Agreement") between the Joint Venture and the Mortgagee, whereby the Joint Venture has assumed the loan secured in part by the Second Mortgage.

C. The parties desire to amend the Second Mortgage in certain respects, as more particularly set forth below. Any defined terms used in this First Amendment shall, unless otherwise provided, have the same meaning as set forth in the Second Mortgage.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby amend the Second Mortgage in the following respects only:

1. In the third paragraph on Page 1, Clause (b)(ii) is deleted in its entirety.
2. Paragraph 2.03 is deleted in its entirety, and the following is inserted in lieu thereof:

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