

MORTGAGEE: 285 WEST NORTH TEMPLE  
SUITE 320  
SALT LAKE CITY, UTAH

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STATE OF SOUTH CAROLINA  
COUNTY OF GREENVILLE

MORTGAGE

TO ALL WHOM THESE PRESENTS MAY CONCERN:

Fairmeadow, Ltd., a Utah Limited Partnership

(hereinafter referred to as Mortgagor)

SEND(S) GREETING:

WHEREAS, the Mortgagor is well and truly indebted unto  
Capital Growth Corporation, a Utah Corporation  
(hereinafter referred to as Mortgagee) as evidenced by the Mortgagor's  
promissory note(s) of even date herewith, the terms of which are  
incorporated herein by reference, in the sum of One Million Three Hundred  
Thirty Thousand and no/100-----  
DOLLARS (\$ 1,330,000.00 ), with interest thereon as provided in said  
promissory note(s), said principal and interest to be paid as therein  
stated, and

WHEREAS, the Mortgagor may hereafter become indebted to the said  
Mortgagee for such further sums as may be advanced to or for the Mortgagor's  
account for taxes, insurance premiums, public assessments, repairs, or for  
any other purpose, and

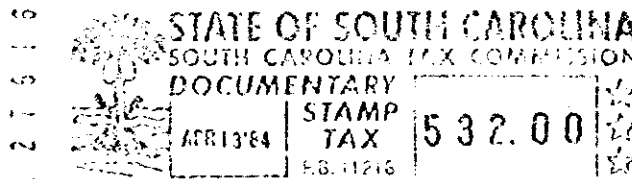
WHEREAS, the unpaid balance of said debt or debts, if not sooner paid,  
shall be due and payable July 1, 1993,

NOW, KNOW ALL MEN, That the Mortgagor, in consideration of the afore-  
said debt, and in order to secure the payment thereof and of any other and  
further sums for which the Mortgagor may be indebted to the Mortgagee at  
any time for advances made to or for his account by the Mortgagee, and to  
secure the performance of all the covenants, conditions, stipulations and  
agreements contained herein and/or in any other document given by the  
Mortgagor to the Mortgagee in connection therewith, and also in considera-  
tion of the further sum of Three Dollars (\$3.00) to the Mortgagor in hand  
well and truly paid by the Mortgagee at and before the sealing and delivery  
of these presents, the receipt whereof is hereby acknowledged, has granted,  
bargained, sold and released, and by these presents does grant, bargain,  
sell and release unto the Mortgagee, its successors and assigns.

All that piece, parcel or lot of land, with all improvements  
thereon, ~~or hereafter constructed thereon~~, situate, lying and  
being located in Greenville County more particularly described  
on Exhibit A attached hereto and incorporated herein by this  
reference.

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