STATE OF SOUTH CAROLINA )

CONDITIONAL ASSIGNMENT OF LEASE COUNTIES OF GREENVILLE AND ANDERSON

WHEREAS, JOY PARTNERSHIP, a Haryland general partnership, hereinafter referred to as "Borrower", is the owner of certain real estate and improvements in Greenville and Anderson Counties, South Carolina, which property is fully described in Schedule "A" attached hereto; and

WHEREAS, Old Court Savings and Loan, Inc., a Maryland corporation, hereinafter sometimes referred to as "Mortgagee", is about to become the owner and holder of a first mortgage executed by Borrower, and covering the said property, which mortgage secures a note in the principal sum of Two Hundred Twenty Five Thousand Five Hundred (\$225,500.00) DOLLARS; and

WHEREAS, all of said mortgaged premises have been leased, and demised to a tenant under a lease of September 30, 1983, as reflected by Schedule "B" attached hereto, such lease being hereinafter referred to as the "lease"; and

WHEREAS, Mortgagee, as a condition to making the aforesaid mortgage loan, has required an assignment of the lease as additional security for said mortgage loan;

NOW, THEREFORE, in consideration of the making of the afore-said loan by Hortgagee to Borrower and of the sum of ONE (\$1.00) DOLLAR, paid by Hortgagee to Borrower, the receipt and legal sufficiency whereof is hereby acknowledged by Borrower, the said Borrower hereby assigns, transfers and sets over unto Hortgagee, all the right, title and interest of Borrower in and to the said lease and any additions, amendments and/or supplements thereto, as additional security; and for the consideration aforesaid, Borrower hereby covenants and agrees to and with Hortgagee that Borrower will not, without the prior written consent of Mortgagee:

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