

IN WITNESS WHEREOF, SECOND LULWORTH PROPERTIES, INC. has caused this Note to be signed in its name by its President or a Vice President and by its Treasurer or an Assistant Treasurer.

Dated:

SECOND LULWORTH PROPERTIES, INC.

By _____
President

Treasurer

WHEREAS, the execution and delivery of this Indenture has been duly authorized by resolutions of the Board of Directors of the Company at a meeting duly called and held according to law for such purpose and by the consent in writing of the holders and owners of all of the issued and outstanding shares of capital stock of the Company; and

WHEREAS, all acts and things prescribed by law and by the Certificate of Incorporation and By-Laws of the Company necessary to make the Notes when executed and issued by the Company, as in this Indenture provided, valid, binding and legal obligations of the Company and to make this Indenture a valid mortgage and deed of trust to secure the payment of the Notes and other sums required to be paid by the Company under the provisions of this Indenture, have been performed, and the execution and delivery of this Indenture and the issue of said Notes, as in this Indenture provided, have been in all respects duly authorized:

NOW, THEREFORE, THIS INDENTURE WITNESSETH: That the Company, in consideration of the premises and of the acceptance of the Trustees of the trusts hereby created and of the purchase and acceptance of the Notes by the payees and holders thereof and of One Dollar (\$1) to it duly paid by the Trustees at or before the ensembling and delivery of these presents, the receipt whereof is hereby acknowledged, and in order to secure the payment of both the