

STATE OF CALIFORNIA )  
 ) GREENVILLE CO. S. O.  
 COUNTY OF LOS ANGELES )  
 ) Oct 14 10 55 AM '82  
 )  
 ) DONNIE S. TANKERSLEY  
 ) R.M.C.

WHEREAS, Growth Properties of Florida, Ltd., III did assign to Fidelity Mortgage Investors, by Assignment dated April 15, 1977 recorded on April 20, 1977 in Mortgage Book 1395 at Page 118 that certain Mortgage from Breckinridge Associates, Limited to Growth Properties of Florida, Ltd., III dated April 15, 1977 recorded April 20, 1977 in Mortgage Book 1395 at Page 118; and

WHEREAS, Fidelity Mortgage Investors did merge into Lifetime Communities, Inc. as evidenced by a Certificate of Merger dated January 27, 1978 and recorded October 7, 1982 in the R.M.C. Office for Greenville County in Book 1175 at Page 372; and

WHEREAS, Growth Properties of Florida, Ltd., III did confirm said assignment by assignment to Lifetime Communities, Inc. dated April 6, 1979 and recorded April 18, 1979 in Mortgage Book 1463 at Page 654 in the R.M.C. Office for Greenville County; and

WHEREAS, Lifetime Communities, Inc., as record holder of the above-described Mortgage, is now minded to assign said Mortgage as collateral security to (Security Pacific National Bank.)

W I T N E S S E T H:

FOR VALUE RECEIVED, the undersigned, LIFETIME COMMUNITIES, INC., a Delaware corporation, does hereby set over, transfer and assign unto SECURITY PACIFIC NATIONAL BANK, its successors and assigns, all of its right, title and interest in and to that certain Mortgage of BRECKINRIDGE ASSOCIATES, LIMITED, a Limited Partnership, to GROWTH PROPERTIES OF FLORIDA, LTD., III, a Limited Partnership, dated April 15, 1977 and recorded in the public records of Greenville County, South Carolina in Book 1395 at Page 118, such Mortgage being assigned to Lifetime Communities, Inc. by Assignment dated April 6, 1979 and recorded April 18, 1979 in the public records of Greenville County in Book 1463 at Page 654, and the note secured thereby in the principal sum of One Hundred Fifty Thousand and No/100 (\$150,000.00) Dollars, such Assignment herein to Security Pacific National Bank as security for repayment of a Promissory Note of Lifetime Communities, Inc. et al. to Security Pacific National Bank dated as of October 14, 1982 in the original principal amount of Eighteen Million Five Hundred Thousand and No/100 (\$18,500,000.00) Dollars.

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