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STATE OF SOUTH CAROLINA

KELIDANI ILLO

COUNTY OF GREENVILLE

PORTGAGE OF REAL ESTATE

WHEREAS, John J. Martin, Jr. and Herbert J. Wright executed and delivered their personal guaranties unto Bankers Trust of South Carolina dated December 12, 1974 to secure obligations of S.D.M.W. Motor Inn, Inc., a Texas corporation; and

WHEREAS, a note executed by S.D.M.W. Motor Inn, Inc. dated December 12, 1974 in the original amount of \$482,688.22 is in default and unpaid; and

WHEREAS, Martin-Wright Associates, a general partnership, (hereinafter referred to as Mortgagor), under agreement dated June 11, 1973 consisting of John J. Martin, Jr. and Herbert J. Wright as partners, have agreed by an agreement of even date herewith to secure the obligation of the guarantors under their instruments of guaranty; and

WHEREAS, Bankers Trust of South Carolina, (hereinafter referred to as Mortgagee), and John J. Martin, Jr. and Herbert J. Wright executed a Modification of Guaranty Agreement of even date herewith; and

WHEREAS, John J. Hartin, Jr. and Herbert J. Wright are well and truly indebted unto Bankers Trust of South Carolina in the full and just sum of \$482,688.22 due and payable in 239 equal monthly installments in the sum of \$2,521.20 commencing on the 20th day of November, 1975 and continuing conthly thereafter with the balance owing in full on May 261995; said payments to be applied first to interest from the date hereof at the rate of 5% per annum and the balance to principal, said interest to be computed and paid monthly until paid in full; all interest not paid when due to bear interest at the same rate as principal. Interest accruing from the date of closing to the date of the first payment, November 20, 1975, will be due and owing with the remaining balance on May 26, 1995, as more particularly set forth in the Modification of Guaranty Agreement of even date herewith.

BEGINNING at a point on the southwesterly edge of the right of way of the Laurens Road, said point being located S. 25-44 E. 312 feet from the intersection of the southwesterly edge of said right of way with the center line of East Parkins Mill Road, and running thence along the southwesterly side of the right of way of Laurens Road, S. 25-44 E. 230 feet to an iron pin; thence S. 64-16 W. 725.7 feet to an iron pin; thence along the line of property now or formerly owned by J. A. Brandt and L. E. Joyner, N. 21-50-30 W. 262.45 feet to an iron pin; thence lone the line of property now or formerly owned by Lottie Kellett, Mitchell Kate and Ralph T. Kellett, et al, N. 66-50-30 E. 708.6 feet to an iron pin, the point of

CO S. C. CREENVILLE CO.S.C.