

The Assignor hereby warrants, represents and guarantees to the Assignee that said Ground Lease with Furman University has been duly and validly executed and delivered by the parties thereto, is in full force and effect and that there are no set-offs or counterclaims in connection therewith, and that no defaults exist thereunder.

Assignor represents and warrants that the consent of the said Ground Lessor or any other person, corporation or entity is not required as to this Assignment or if so required, shall be promptly delivered by Assignor to Assignee, and which warranty shall survive delivery hereof.

IN WITNESS WHEREOF, the Assignor and Assignee have duly executed this instrument as the day and year first above written.

Signed, sealed and delivered in the presence of:

Charles A. Barkin
Norman Weisman
As to Assignor

BELL TOWER SHOPPING CENTER, INC.
(ASSIGNOR)

By M. F. Hansen, Pres.
President

Attest Ed Hansen
Secretary

(Corporate Seal)

U.S.I. F. BELL TOWERS CORPORATION
(ASSIGNEE)

Carl T. Brand
Ana C. Cubillas
As to Assignee

By [Signature]
vice-president

Attest R. Lee Powers
Secretary

(Corporate Seal)

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