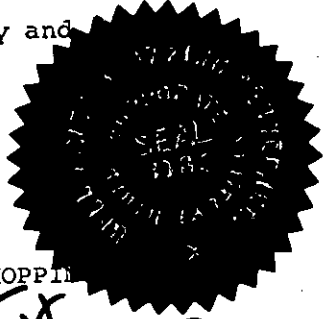


The Assignor hereby warrants, represents and guarantees to the Assignee that said GROUND LEASE with FURMAN UNIVERSITY has been duly and validly executed and delivered by the parties thereto, is in full force and effect and that there are no set-offs or counter-claims in connection therewith.

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:



Harold Flood  
[Signature]  
As to Assignor

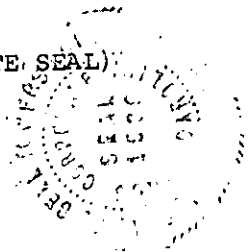
BELL TOWER SHOPPING CENTER, INC.  
By: [Signature]  
Its President  
Attest: [Signature]  
Its Secretary

ASSIGNOR  
(CORPORATE SEAL)

[Signature]  
Leslie Murrich  
As to Assignee

U.S.I.F. BELL TOWERS CORP.  
By: [Signature]  
Its Vice President  
Attest: [Signature]  
Its Secretary

ASSIGNEE  
(CORPORATE SEAL)



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