

authority to assign all its right, title, and interest in the Sublease.

6. This Assignment may not be changed, modified or terminated orally or in any manner other than by an agreement in writing signed by the parties hereto or their respective successors and assigns.

7. This Assignment shall be enforceable according to the laws of the State of South Carolina.

8. This Assignment shall be binding upon and shall inure to the benefit of, and be enforceable by the respective heirs, administrators, executors, personal representatives, successors and assigns of the parties hereto.

EXECUTED AND EFFECTIVE as of the date first above written.

Signed, sealed and delivered in the presence of:

ASSIGNOR:

BTP CAPITAL CORP.,
a Texas corporation

BY:

E. J. [Signature], Pres.

ASSIGNEE:

INDEPRO PROPERTY FUND I, L. P.,
a Delaware limited partnership

By: INDEPRO PROPERTY FUND I CORP.,
a Delaware corporation (a
general partner of Indepro
Property Fund I, L. P.)

BY:

Robert C. Weber
Robert C. Weber, President

Signed, sealed and delivered in the presence of:

ATTEST:

Richard A. McGill
Richard A. McGill
Secretary

Richard J. [Signature]
Jay B. [Signature]

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