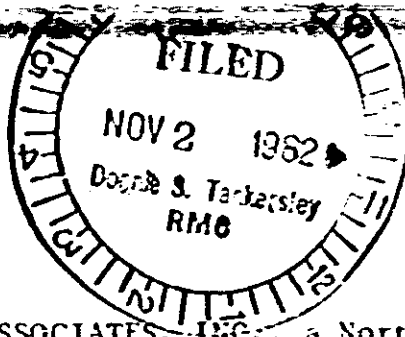


NORTH CAROLINA
GUILFORD COUNTY



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MEMORANDUM OF
ASSIGNMENT OF LEASE

MARKET SQUARE ASSOCIATES, INC., a North Carolina corporation, hereby assigns to MARKET SQUARE PARTNERS, LTD. NO. 2, a North Carolina corporation, all its right, title, and interest in and to that Lease Agreement executed February 26, 1982, by Barry L. Cook as lessor and The Fortis Corporation as lessee ("Lease Agreement"), relative to the properties more particularly described on Schedule "A" annexed hereto ("Parcels") and incorporated herein by reference. Said Lease Agreement is to continue for a maximum initial term of three (3) years with an option for renewal for consecutive periods of three (3) months each which option may be terminated as to all or any one of the Parcels upon ninety (90) days written notice to that effect.

The provisions set forth in the Lease Agreement, in that Assignment and Assumption of Lease Agreement by Barry L. Cook to Market Square Associates, Inc. dated April 2, 1982, and in that Assignment and Assumption of Lease Agreement by Market Square Associates, Inc. to Market Square Partners, Ltd., No. 2 dated April 7, 1982, are hereby incorporated in this Memorandum.

ASSIGNOR:

MARKET SQUARE ASSOCIATES, INC., a
North Carolina corporation

By: *Barry L. Cook*
Barry L. Cook, President

ATTEST:

Carolyn A. Cook
Carolyn A. Cook
Secretary

[CORPORATE SEAL]

ASSIGNEE:

MARKET SQUARE PARTNERS, LTD., NO. 2, a
North Carolina limited partnership

By: B.C. Properties, a North Carolina
general partnership, General Partner

By: *Barry L. Cook*
Barry L. Cook, Partner of
B.C. Properties

By: Market Square Associates, Inc. a
North Carolina corporation and
Partner of B.C. Properties

By: *Barry L. Cook*
Barry L. Cook, President

ATTEST:

Carolyn A. Cook
Carolyn A. Cook
Secretary

[CORPORATE SEAL]

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