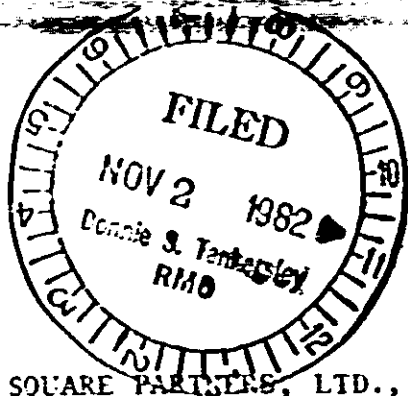


NORTH CAROLINA
GUILFORD COUNTY



MEMORANDUM OF
ASSIGNMENT OF LEASE

MARKET SQUARE PARTNERS, LTD., NO. 2, a North Carolina limited partnership, hereby assigns to FIRST UNION NATIONAL BANK, a North Carolina corporation, as security for that certain loan in the amount of Nine Hundred Thirty One Thousand Four Hundred Twenty-Five (\$931,425.00) Dollars, all its right, title, and interest in and to that Lease Agreement executed by Barry L. Cook as lessor and The Fortis Corporation as lessee on February 26, 1982 ("Lease Agreement"), relative to the properties more particularly described on Schedule "A" attached hereto ("Parcels") and incorporated herein by reference, said Lease Agreement continuing for a maximum initial term of three (3) years with an option for renewal for consecutive periods of three (3) months each thereafter which option may be terminated as to all or any one of the Parcels on ninety (90) days written notice to that effect.

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

ASSIGNOR:

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

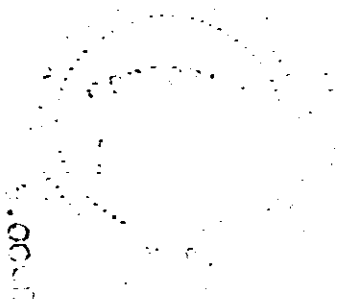
By: *Barry L. Cook*
Barry L. Cook, President

ATTEST:

Carolyn A. Cook
Carolyn A. Cook
Secretary

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[CORPORATE SEAL]



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