

VOL 1226 PAGE 49

Mail after recording to: Christina M. Titus, Esq.
Merrill Lynch, Hubbard Inc.
Two Broadway, 22nd Floor
New York, New York 10004

This instrument was prepared by: Jeffrey H. Weitzman, Esq.
Rogers & Wells
200 Park Avenue
New York, New York 10166

STATE OF SOUTH CAROLINA
COUNTY OF GREENVILLE

ASSIGNMENT OF LEASES AND RENTS

THIS ASSIGNMENT OF LEASES AND RENTS (this "Assignment"), made as of the 23rd day of October, 1984, by PARK HAYWOOD ASSOCIATES, a South Carolina general partnership, having an office address c/o The Park Haywood Company, 2223 Executive Street, Charlotte, North Carolina 28208 (the "Assignor"), to MLH PROPERTIES LIMITED PARTNERSHIP II, a New York limited partnership, having an office address at Two Broadway, New York, New York 10004.

WITNESSETH:

FOR VALUE RECEIVED, the Assignor hereby sells, grants, transfers and assigns to the Assignee, its successors and assigns, all the right, title and interest of the Assignor in and to all leases or other rental agreements (the "Leases"), now or hereafter made, applicable to that certain parcel of