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FILED
GREENVILLE CO. S.C.

DEC 13 2 31 PM '84

DONNIE S. TANKERSLEY
R.M.C.

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

DANIEL PROPERTIES 17
c/o William A. Walsh, Jr., Esquire
Hunton & Williams
P. O. Box 1535
Richmond, Virginia 23212

(Space above this line for Recorder's Use Only)

ASSIGNMENT AND ASSUMPTION AGREEMENT

THIS ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of November 15, 1984, between DANIEL INTERNATIONAL CORPORATION, a South Carolina corporation ("Assignor"), and DANIEL PROPERTIES 17, a Virginia limited partnership ("Assignee"), recites and provides:

Recitals.

1. By lease agreement of even date herewith (the "Ground Lease"), a memorandum of which is being recorded in the Office of the Register of Mesne Conveyances of Greenville County, South Carolina (the "Recorder's Office"), Assignee leased from Assignor the land (the "Leased Land") located in the City of Greenville, Greenville County, South Carolina, that is more particularly described in Exhibit "A" which is attached hereto as part hereof and incorporated herein by reference.

2. By deed of even date herewith and recorded prior hereto, Assignor has conveyed to Assignee title to all improvements (the "Improvements") that are located on the Leased Land, including but not limited to the seven story building commonly known as Daniel Centre.

3. By a bill of sale of even date herewith, Assignor conveyed to Assignee the personal property as described in Exhibit "B" which is attached hereto as part hereof and incorporated herein by reference (the "Personal Property").

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