

Agreement made this 22nd day of October, 1976,
 by and between MANAGEMENT AND ACCOUNTING SERVICES, INC.,
 a Delaware corporation having an office at 235 Moore Street,
 Hackensack, New Jersey ("Management"), and ARLEN REALTY, INC.,
 a Pennsylvania corporation having an office at 888 Seventh
 Avenue, New York, New York.

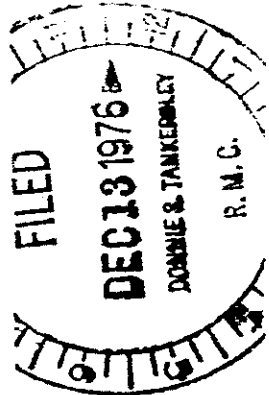
W I T N E S S E T H

WHEREAS Management is the owner and holder of that
 certain mortgage (the "Mortgage") dated May 15, 1969, made
 by U.S.I.F Bell Towers Corp. to Bell Tower Shopping Center,
 Inc., in the original principal sum of \$350,000, recorded
 on July 10, 1969 in R.M.C. Office for Greenville County,
 South Carolina in Book 1131 at page 11, which mortgage was
 assigned to Management by Assignment dated March 31, 1976,
 recorded on April 29, 1976, in the R.M.C. Office for Green-
 ville County, South Carolina, in Book 1366 at page 330; and

WHEREAS Arlen is the owner and holder of the premises
 covered by the Mortgage; and

WHEREAS Management and Arlen desire to modify the terms
 and provisions contained in the Mortgage as hereinafter set
 forth;

NOW THEREFORE, in consideration of these presents and
 of ten (\$10.00) dollars in hand paid by each party to the
 other, the receipt of which is hereby acknowledged, the
 parties hereto do hereby agree as follows:



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