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GREENVILLE CO. S. C.

Alabama
South Carolina
Heller Mortgage

MAR 19 23 AM '77

DONNIE S. TANKERSLEY
MORTGAGE, ASSIGNMENT OF RENT AND SECURITY AGREEMENT

made this 31st day of March, 1977, between BEAUNIT II INC., a Delaware corporation (hereinafter referred to as "Mortgagor") having an office at 261 Madison Avenue, New York, New York, party of the first part, and WALTER E. HELLER & COMPANY, INC., a Delaware corporation, having an office at 200 Park Avenue, New York, New York (hereinafter referred to as "Mortgagee"), party of the second part;

NOW KNOW ALL MEN, that to secure (a) the payment of an indebtedness in the amount of eight million five hundred thousand dollars (\$8,500,000), to be paid in accordance with the respective terms and with interest as set forth in those certain notes in the amounts of \$5,000,000 and \$3,500,000 respectively (hereinafter collectively referred to as the "Note"), of even date herewith, made by Mortgagor to the order of Mortgagee, (b) the payment and performance of all indebtedness and obligations of Mortgagor arising under this Mortgage and (c) the payment and performance of all indebtedness and obligations of Mortgagor arising under that certain Loan and Security Agreement of even date herewith to which Mortgagee and Mortgagor and parties (the "Loan Agreement") and under the "Documents" referred to therein, Mortgagor has granted, mortgaged, bargained, sold, alienated, released, conveyed and confirmed, and by these presents does grant, mortgage, bargain, sell, alienate, release, convey and confirm unto Mortgagee forever, all of its interest in (i) the premises more particularly described in Schedule A-1 through A-11 attached hereto and by

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