

STATE OF SOUTH CAROLINA)
COUNTY OF GREENVILLE)

FIRST MORTGAGE AND SECURITY AGREEMENT

THIS MORTGAGE AND SECURITY AGREEMENT made this 16th day of December, 1980, between BELK-SIMPSON COMPANY, a South Carolina corporation ("Mortgagor"), whose address is Haywood Hall, Greenville, South Carolina, and PROVIDENT LIFE AND ACCIDENT INSURANCE COMPANY, a Tennessee corporation ("Mortgagee"), whose address is Fountain Square, Chattanooga, Tennessee 37402.

W I T N E S S E T H:

WHEREAS, Mortgagor is indebted to Mortgagee in the principal sum of Five Million Five Hundred Thirty Thousand and 00/100 Dollars (\$5,530,000.00) together with interest thereon, as evidenced by that certain promissory note of even date herewith, executed by Mortgagor and delivered to Mortgagee, the final payment of which is due on or before the 1st day of December, 2005, (the "Note") which by reference is made a part hereof to the same extent as though set out in full herein.

NOW, THEREFORE, (a) to secure the performance and observance by Mortgagor of all covenants and conditions contained in the Note, in any renewal, extension or modification thereof, in this First Mortgage and Security Agreement and in all other instruments securing the Note; and (b) also in order to charge the properties, interests and rights hereinafter described with such payment, performance and observance; and (c) for and in consideration of the sum of One and 00/100 Dollar (\$1.00) paid by Mortgagee to Mortgagor this date, and for other valuable consideration, the receipt of which is acknowledged, Mortgagor does hereby grant, bargain, sell, alien, remise, release, convey, assign, transfer, mortgage, hypothecate, pledge, deliver, set over, warrant and confirm unto Mortgagee, its successors and assigns forever all right, title and interest of Mortgagor in and to the following Mortgaged Property:

THE MORTGAGED PROPERTY

(A) THE LAND. All the land located in the County of Greenville, State of South Carolina, (the "Land"), described in Exhibit "A" attached hereto and made a part hereof;

(B) THE LEASEHOLD. All of the leasehold estate and interest of Mortgagor

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