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PURCHASE MONEY SECOND MORTGAGE
W. W. WATERSLEY
(Greenville, South Carolina)

THIS MORTGAGE, made as of the 23rd day of April, 1982, by CLARKDALE, INC., a Delaware corporation with offices at 107 Hillside Avenue, Londonderry, New Hampshire (the "Mortgagor"), to BO-LOMB SOUTH, INC., a Delaware corporation having its principal office at One Lincoln First Square, Rochester, New York (the "Mortgagee").

W I T N E S S E T H:

WHEREAS, the Mortgagor is the owner in fee simple of that certain parcel of land together with the improvements thereon, located at 812 Pendleton Street, Greenville, South Carolina, which premises are more particularly bounded and described in Schedule "A" attached hereto and forming a part hereof (the "Premises"); and

WHEREAS, the Mortgagor has asked the Mortgagee to provide the financing for the purchase of the Premises described above as well as other real property by making a loan to the Mortgagor in the total aggregate principal amount of \$1,007,318.02 (the "Loan"); and

WHEREAS, the Loan will be evidenced by a certain Note of the Mortgagor to the Mortgagee in the total aggregate face amount of \$1,007,318.02 dated April 23, 1982 (the "Note"), secured by this Mortgage as well as other mortgages, pursuant to an Agreement for the Purchase and Sale of Assets by and among Bausch & Lomb, Incorporated, Bausch & Lomb World Ophthalmic, Inc., Bo-Lomb South, Inc. and Mortgagor, dated February 11, 1982 and modified by Letter Agreement dated March 12, 1982 (collectively, the "Agreement"); and

WHEREAS, the Mortgagor has assumed all obligations of the Mortgagee and has agreed to pay according to its terms that certain first mortgage (the "First Mortgage") covering the Premises now held by Bankers Life Company (the "First Mortgagee") securing an indebtedness in the unpaid principal amount of Sixty-Three Thousand Five Hundred Seventy-Seven and 82/100 Dollars (\$63,577.82), which mortgage is more particularly described in Schedule "B" attached hereto and made a part hereof.

PREPARED IN THE LAW OFFICE OF:
NIXON, HARGRAVE, DEVANS & DOYLE
Lincoln First Tower
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SOUTH CAROLINA TAX COMMISSION

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