

ACKNOWLEDGEMENT AND CONSENT

MOTEL ASSOCIATES OF GREENVILLE, the Borrower, as defined in the instrument of assignment made as of even date by Tri-County Plaza Associates, as assignor, and Bank Leumi Trust Company of New York, as assignee (the "Assignment"), hereby acknowledges and consents to the provisions of the Assignment, including, without limitation, paragraph "5" and "6" thereof.

Dated: December 22, 1982

MOTEL ASSOCIATES OF GREENVILLE

By: Martin Wouk G.P.

