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GREENVILLE CO. S. C.

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DONNIE S. TANNERSLEY  
R.M.C.

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STATE OF SOUTH CAROLINA )  
COUNTY OF GREENVILLE )

MORTGAGE AND SECURITY AGREEMENT

THIS MORTGAGE AND SECURITY AGREEMENT (the "Mortgage") made and entered into this 18th day of March, 1983 by and among John D. Hollingsworth (herein "Owner"), whose address is P.O. Box 516, Greenville, South Carolina; Red Roof Greenville Co., an Ohio limited partnership authorized to do business in the State of South Carolina (herein "Borrower"), whose address is 4355 Davidson Road, Amlin, Ohio 43002; and Wachovia Bank and Trust Company, N.A., a national banking association (herein "Lender"), whose address is P.O. Box 31608, Charlotte, North Carolina.

WITNESSETH:

WHEREAS, the Lender is obligated to lend to the Borrower the sum of One Million Six Hundred Fifty Thousand Dollars (\$1,650,000.00), being the maximum amount of present and future obligations secured by this Mortgage and to be incurred from time to time through the periodic disbursement of proceeds of the note hereby secured in accordance with the building loan agreement, commitment letter and other agreements between the Borrower and the Lender for the purpose of constructing a building or buildings and other improvements (hereinafter referred to as the "Improvements") on those certain premises hereinbelow described, as well as for other purposes more fully set out in the agreements between the Borrower and the Lender; and

WHEREAS, the Borrower agrees to accept any and all installments advanced by the Lender up to the full amount stated above; and

WHEREAS, the Borrower is thereby indebted to the Lender in the said sum of One Million Six Hundred Fifty Thousand Dollars (\$1,650,000.00), as evidenced by its note of even date herewith (the "Note"), said Note, together with interest thereon, being payable in accordance with its terms and which are incorporated herein by reference; and

