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ASSIGNMENT AND ASSUMPTION
OF NOTE AND MORTGAGE DONALD S. WERSLEY
R.M.C.

AGREEMENT made as of the first day of January, 1982, by and between WARE PLACE ASSOCIATES, a South Carolina general partnership ("Ware Place Associates") and LAWRENCE NACHMAN and JOSEPH R. NACHMAN.

WITNESSETH:

WHEREAS, Ware Place Associates executed a Note ("Note") and Mortgage ("Mortgage") dated November 20, 1981, in favor of Wingate Apparel, Inc., a South Carolina corporation, which Mortgage was recorded February 4, 1982 in the Office of the R. M. C. for Greenville County, South Carolina, in Mortgage Book 1562, page 841; and

WHEREAS, in connection with the liquidation and dissolution of Wingate Apparel, Inc., said Mortgage was assigned by Wingate Apparel, Inc. to William Netsky and John Netsky, as agents for the stockholders of Wingate Apparel, Inc., a South Carolina corporation, by an Assignment of Note and Mortgage dated August 11, 1982, which Assignment was recorded Sept. 27, 1982 in the Office of the R. M. C. for Greenville County, South Carolina, in Mortgage Book 1581, page 640; and

WHEREAS, Lawrence Nachman and Joseph R. Nachman, constituting all of the general partners of Ware Place Associates, have terminated Ware Place Associates by execution of a Termination of Partnership Agreement of Ware Place Associates in which they agreed that each of the Nachmans shall be jointly and severally liable for the partnership's debts, liabilities and obligations.

NOW, THEREFORE, in consideration of the foregoing premises and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, and intending to be legally bound hereby, the parties hereto agree as follows:

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