

STATE OF SOUTH CAROLINA )  
COUNTY OF GREENVILLE )

RECORDED  
1983 NOV 30  
1637 000

NOV 12 1983

ALL-INCLUSIVE MORTGAGE, ASSIGNMENT OF RENTS  
AND SECURITY AGREEMENT

THIS ALL-INCLUSIVE MORTGAGE, ASSIGNMENT OF RENTS and SECURITY AGREEMENT, made as of the 30th day of November, 1983, between LA VISTA ASSOCIATES, LTD., a Florida limited partnership ("Mortgagor") and CONSOLIDATED CAPITAL PROPERTIES, a California limited partnership ("Mortgagee"), THAT FOR VALUABLE CONSIDERATION AND FOR THE PURPOSE OF SECURING (1) payment by Mortgagor of the obligation evidenced by or described in one (1) All-Inclusive Promissory Note of even date herewith, and any extension(s) or renewal(s) thereof, in the aggregate original principal amount of \$7,000,000.00 (collectively the "Note"); and (2) Performance of each agreement, covenant, warranty or representation of Mortgagor contained in this Mortgage, Conditional Assignment of Rents and Leases also securing the Note and in the Note; and (3) Payment of such further sums as the then record owner (to the extent a transfer is permitted hereunder) of the Property encumbered hereby may borrow from Mortgagee when evidenced by another note(s) reciting it so secured; and (4) Interest at the Default Rate in the Note; and (5) Accrued Interest under the Note; and (6) Payment of all sums advanced by Mortgagee to protect the Property (described below) with interest at the Default Rate specified in the Note from the date advanced to the date of payment, Mortgagor has granted, bargained, sold and released, and by these Presents, DOES GRANT, bargain, sell and release unto the said Mortgagee, in fee simple, the land described in Exhibit A attached hereto and incorporated herein.

TOGETHER with the following:

- (a) rents, issues and profits thereof, subject, however, to the right, power and authority given to and conferred upon Mortgagor to collect and apply such rents, issues and profits;
- (b) all right, title and interest of Mortgagor in and to the land lying in the bed of any street, road or avenue, opened or proposed, in front of or adjoining said real property, and in and to the appurtenances thereto;
- (c) all and singular the tenements, hereditaments, easements, appurtenances, riparian rights and other rights and privileges thereof, or in any way now or hereafter appertaining thereto, including any other claims at law or in equity, as well as any after-acquired title;

THIS INSTRUMENT PREPARED BY,  
AND AFTER RECORDING RETURN TO:

Dirk Fulton, Esq.  
Consolidated Capital  
1900 Powell Street  
Suite 1000  
Emeryville, CA 94608

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