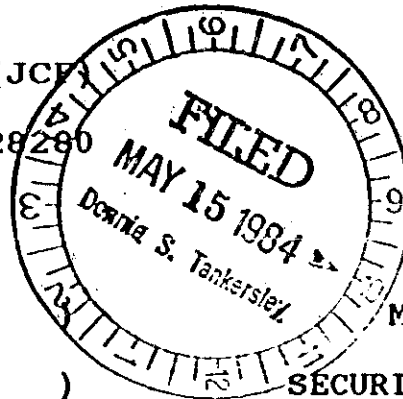


Drawn by and when
recorded mail to:

Moore, Van Allen and Allen (JCF)
3000 NCNB Plaza
Charlotte, North Carolina 28280

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STATE OF SOUTH CAROLINA
COUNTY OF GREENVILLE)

MORTGAGE
AND
SECURITY AGREEMENT

COLLATERAL IS OR INCLUDES FIXTURES

THIS MORTGAGE AND SECURITY AGREEMENT (the "Mortgage"), made and entered into as of June 30, 1983 (the "Mortgage") by and between FAST FARE MARKETS OF S. C., INC., a corporation organized under the laws of the State of South Carolina and having its principal place of business in Henderson, North Carolina and having a mailing address of P.O. Box 907, Ruin Creek Road, Henderson, North Carolina 27536 ("Mortgagor"), party of the first part; and

NCNB NATIONAL BANK OF NORTH CAROLINA, a national banking association existing under the laws of the United States, having its principal place of business at Charlotte, North Carolina, and having a mailing address of One NCNB Plaza, Charlotte, North Carolina, 28255, Attention: Mid-Atlantic Department/Southeastern Division, as agent for itself and SECURITY PACIFIC NATIONAL BANK, a national banking association, party of the second part (hereinafter (i) NCNB National Bank of North Carolina in its capacity as lender to FZ Corporation is referred to as "NCNB"; (ii) Security Pacific National Bank in its capacity as lender to FZ Corporation is referred to as "Security Pacific" and (iii) NCNB National Bank of North Carolina in its capacity as agent for itself and Security Pacific hereunder is referred to as the "Mortgagee").

W I T N E S S E T H:

WHEREAS, NCNB and Security Pacific have agreed to make loans aggregating up to \$40,000,000.00 to FZ Corporation (the "Company") pursuant to the terms of a Loan Agreement, dated as of June 30, 1983, by and among the Company, NCNB, Security Pacific and the Mortgagee (the "Loan Agreement" - the terms, conditions and defined terms of which are hereby incorporated by

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