

Mortgagee's Address: One North Pennsylvania Street, Indianapolis, Indiana 46204

REAL ESTATE MORTGAGE  
AND SECURITY AGREEMENT  
(South Carolina)

THIS INDENTURE WITNESSETH that Red Roof Inns, Inc., an Ohio corporation (hereinafter referred to as "Red Roof"), and John D. Hollingsworth (hereinafter referred to as "Owner") (hereinafter collectively referred to as "Mortgagor"), MORTGAGE AND WARRANT to FIRST INDIANA FEDERAL SAVINGS BANK, Marion County, Indiana (hereinafter referred to as "Mortgagee"), the real estate located in Greenville County, South Carolina, more particularly described in Exhibit "A", which is attached hereto and made a part hereof by reference (hereinafter sometimes referred to as the "Real Estate").

TOGETHER with all improvements now or hereafter situated thereon or used in connection therewith, and all rights, privileges, interests, easements, hereditaments, appurtenances now or hereafter thereunto belonging or anywise appertaining, and all fixtures, appliances and articles of personal property now or hereafter affixed to or appurtenant to or used in connection with the operation of said premises (the "Improvements"), and the rents, issues, income and profits thereof.

And Mortgagor hereby grants a security interest to Mortgagee in and to and collaterally assigns to Mortgagee all of its interest in all furnishings, fixtures and articles of personal property which now or hereafter constitute a part of or are used in connection with the operation of said premises (the "Chattels"); all contracts now or hereafter entered into by and between Mortgagor, as owner, and any party, as well as all right, title and interest of Mortgagor under any subcontracts, providing for the construction (original, restorative or otherwise) of any of the improvements to or on the Real

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STATE OF SOUTH CAROLINA  
SOUTH CAROLINA TAX COMMISSION  
DOCUMENTARY  
AUG-784 STAMP TAX 505.50  
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