

070.001.X

VOL 1690 PAGE 429

Greenville,
Greenville County,
SOUTH CAROLINA

Handwritten:
NOV 20 1984

NOTICE TO RECORDER: THIS INSTRUMENT SHOULD ALSO BE INDEXED
IN THE REAL ESTATE CONVEYANCE RECORDS.

When recorded return to: This instrument prepared by:

Robert T. Bailes, Esq.
Streich, Lang, Weeks & Cardon, P.A.
Attorneys at Law
Post Office Box 471
Phoenix, Arizona 85001

REAL ESTATE MORTGAGE, ASSIGNMENT OF RENTS
AND SECURITY AGREEMENT

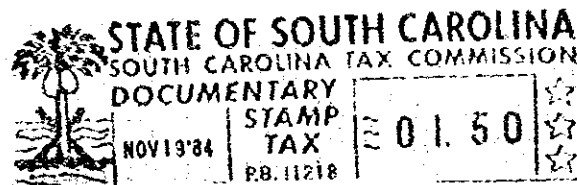
This Real Estate Mortgage, Assignment of Rents and Security Agreement ("Mortgage") executed as of the date of the Notarial Acknowledgement hereto and dated effective as of November 20, 1984, is made by and among JANTZEN INC., a Nevada corporation, whose mailing address is One Southern Life Center, 301 North Elm Street, Greensboro, North Carolina 27401 ("Mortgagor"), and WESTERN SAVINGS AND LOAN ASSOCIATION, whose mailing address is 3443 North Central Avenue, Phoenix, Maricopa County, Arizona 85012 Attention: Robert E. Seddon, Jr., Senior Vice President, as Mortgage Agent ("Mortgagee"), for (i) the financial institutions ("Lenders") that are parties to the Loan Agreement, defined below; (ii) the banks ("Banks") that are parties to the Bank Credit Agreement, defined below; and (iii) the holders ("Holders") from time to time of the Senior Notes, defined below. The Lenders, the Banks and the Holders, as of the date hereof, are identified on Exhibit 1 attached hereto and made a part hereof. Section 9 hereof contains definitions and an index of definitions of certain capitalized terms used herein. Unless otherwise defined herein, capitalized terms used herein and defined in the Loan Agreement shall have the meanings set forth in the Loan Agreement. The Loan Agreement is incorporated herein and by this reference made a part hereof.

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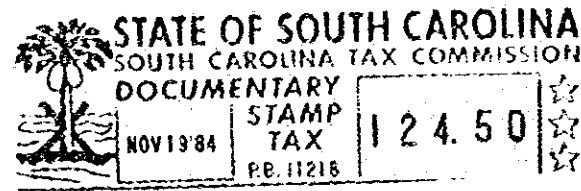
RECITALS

A. Blue Bell Merger Subsidiary Inc. ("Merger Subsidiary"), Lenders and Western Savings and Loan Association,

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