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MORTGAGE

THIS MORTGAGE made this 20th day of December, 1984 by and between WOODSIDE MILLS, INC., a South Carolina corporation having an office at 100 Augusta Street, Greenville, South Carolina 29601 (the "Mortgagor") to SECURITY PACIFIC BUSINESS CREDIT INC., a Delaware corporation having an office at 10089 Willow Creek Road, San Diego, California 92131 (the "Mortgagee").

W I T N E S S E T H :

WHEREAS, the Mortgagor has executed and delivered to the Mortgagee: (i) that certain Loan and Security Agreement of even date herewith between the Mortgagor and the Mortgagee (such Loan and Security Agreement, as now or hereafter amended or supplemented, being referred to herein as the "Loan Agreement") evidencing indebtedness incurred or to be incurred by the Mortgagor to the Mortgagee in an aggregate principal amount not in excess of Twelve Million Dollars (\$12,000,000) outstanding at any time and (ii) that certain Term Note of even date herewith made by the Mortgagor to the Mortgagee (such Term Note, as now or hereafter amended or supplemented, being referred to herein as the "Term Note") in the principal amount of Ten Million Two Hundred and Fifty Thousand Dollars (\$10,250,000), being due and payable as provided therein with final payment in full on ^{January} ~~December~~ 1, 1994, which Term Note evidences indebtedness incurred by the Mortgagor pursuant to the Loan Agreement; and

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