

STATE OF CONNECTICUT) MORTGAGEE'S CONSENT TO
 COUNTY OF HARTFORD) MUTUAL
EASEMENTS AND AGREEMENTS

SUBJECT TO THE CONDITIONS HEREAFTER SET FORTH AND RECITED,
 GENERAL
 CONNECTICUT/LIFE INSURANCE COMPANY ("Mortgagee") FOR AND IN CON-
 sideration of One and no/100 (\$1.00) Dollar and other valuable
 non-monetary consideration, as the holder and owner by assignment
 of those two (2) certain mortgages (collectively the "Mortgages")
 given by Haywood Crossing, et al., to Wachovia Bank and Trust Company
 N.A. dated April 24, 1980, filed for record in the office of the R.M.C.
 for Greenville County, South Carolina, on May 7, 1980, in Mortgage
 Book 1502 at page 480 and at page 523, securing, respectively,
 original principal obligations of \$4,225,000 and \$500,000, which
 Mortgages affect and constitute the first mortgage lien upon the
 Property of Haywood Crossing One described in the foregoing and
 attached Mutual Easements and Agreements, does hereby join in the
 execution of the attached Mutual Easements and Agreements dated as
 of NOVEMBER 24, 1982 by and between Haywood Crossing One,
 a South Carolina limited partnership; Haywood Holding Company, a
 South Carolina limited partnership; and Walter W. Goldsmith and
 William R. Timmons, Jr., reference to which is hereby made, solely
 for the purposes of evidencing its consent thereto and ratification
 thereof and to subordinate the liens of its Mortgages to the bene-
 fits and burdens contained therein.

The consent of the Mortgagee has been based upon the
 following representations of Haywood Crossing One that constitute
 material inducements to the granting hereof and without which such
 consent would not be given:

1. Phase II of the Haywood Crossing Apartment Community
 (identified on Exhibit B to the Mutual Easements and Agreements)
 shall be developed only as a multi-family residential (apartments
 or condominiums) property:

2. Development plans indicating the location of improve-
 ments for Phase II shall be substantially in accordance with the
 Plan (which also shows Phase I) dated July 3, 1979, prepared by
 Craig, Gaulden & Davis, Architects, Inc.;

RECORDED AT 1000 & 1000

1000 & 1000

4325-NV-21