

5. Except as modified hereby, the Second Mortgage shall remain unmodified and in full force.

MORTGAGEE:

THE FIRST NATIONAL BANK OF CHICAGO,
a national banking association

By: J. Michael Wells
Attested by: [Signature]
JOINT VENTURE:

WITNESS:

[Signature]
James W. Spunk

ORCHARD PARK ASSOCIATES JOINT VENTURE,
a South Carolina joint venture partnership,

By: Orchard Park Apartments Limited Partnership,
a South Carolina limited partnership,
its managing partner

By: Hutton Real Estate Services II, Inc.,
a Delaware corporation,
its General Partner

WITNESS: _____

By: _____

By: AmReal Corporation,
a South Carolina corporation

WITNESS: _____

By: _____

WITNESS: _____

By: N. Barton Tuck, Jr.

SHELTER:

U.S. SHELTER CORPORATION,
a South Carolina corporation

WITNESS: _____

By: _____

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4328-W-23