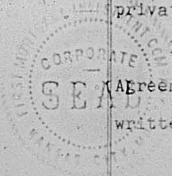


legal tender in payment of all debts and dues, public and private, at the time of payment.



IN WITNESS WHEREOF, the parties hereto have executed this Agreement under their respective seals the day and year above written.

FIRST MORTGAGE INVESTMENT COMPANY

By G. P. Bramwell President



SOUTHRIDGE PLAZA, INC.

By Benjamin M. Matassarini President

STATE OF MISSOURI }  
COUNTY OF JACKSON } ss:

BE IT REMEMBERED, that on this 5th day of November 1963, before me, Notary Public, personally appeared G. P. Bramwell, President of FIRST MORTGAGE INVESTMENT COMPANY, a Missouri Corporation, who is personally known to me to be the President of said corporation and the same person who executed the foregoing instrument, and he duly acknowledged the execution of the same for and on behalf of and as the act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

My commission expires July 29, 1966.

Ruth B. Troy Notary Public  
STATE OF KANSAS, SEDGWICK COUNTY, ss:

BE IT REMEMBERED, that on this 31st day of October, 1963, before me, Notary Public, personally appeared Benjamin M. Matassarini, M. D., President of SOUTHRIDGE PLAZA, INC., a Kansas corporation, who is personally known to me to be the President of said corporation, and the same person who executed the foregoing instrument, and he duly acknowledged the execution of the same for and on behalf of and as the act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written.

Carrie H. Denton Notary Public  
My Commission Expires: January 11, 1967.



Carrie H. Denton