

INDENTURE OF MORTGAGE AND DEED OF TRUST, dated as of January 15, 1971 (herein, together with all amendments and supplements hereto, called this Indenture), between FOURTH TOTTENHAM PROPERTIES, INC. (herein called the Company), a Delaware corporation having an address at c/o The Prentice-Hall Corporation System, Inc., 229 South State Street, Dover, Delaware 19901, and THE NATIONAL SHAWMUT BANK OF BOSTON, as trustee (herein, together with its successors and assigns as such trustee, called the Trustee), a national banking association, having its corporate trust office at 40 Water Street, Boston, Massachusetts 02109, and L. H. Baker, as individual trustee (herein, together with his successors and assigns as such individual trustee, called the Individual Trustee), having a residence at 114 School Street, Whitman, Massachusetts 02382 as trustees (herein, together with all separate trustees and co-trustees appointed as provided in Section 9.6, collectively called the Trustees).

PRELIMINARY STATEMENT

The Company deems it necessary to incur indebtedness by borrowing for its proper corporate purposes. The Company proposes (a) to issue its 10 3/4% Secured Notes Due December 29, 1995 (herein, together with any 10 3/4% Secured Notes Due December 29, 1995, issued in exchange or replacement thereof pursuant to Section 2.6, collectively called the Notes) described in Schedule B hereto in an aggregate principal amount not to exceed \$2,100,000, in order to evidence the indebtedness so incurred, and (b) to mortgage, warrant, grant, convey, pledge and assign the Trust Estate, hereinafter described, in order to secure payment of the Notes. To that end, the Board of Directors of the Company, and the stockholders of the Company have duly authorized, by all necessary corporate action, the creation, execution and delivery of the Notes and the execution and delivery of this Indenture to secure payment of the principal of, and interest and premium on, the Notes, to establish