

WHEREAS, Brookstown has now acquired certain property in Forsyth County, North Carolina (the "Additional Property"), more particularly described on Exhibit "A" which is attached hereto and incorporated herein by reference.

NOW THEREFORE, in consideration of the mutual promises set forth herein, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Brookstown and the Lender hereby agrees as follows:

1. New Legal Description. Brookstown hereby irrevocably grants and conveys the Additional Property to the Lender as additional collateral for the Loan and does further agree that the Additional Property is hereby added to the collateral described in the Deed of Trust as "Tract 64" and shall be treated as a part of the collateral for the Loan and shall be subject to all of the terms and conditions of the Deed of Trust.

2. Representation and Warranty. Brookstown hereby represents and warrants that the Additional Property is free and clear from all encumbrances other than 2007 ad valorem taxes, not yet due and payable, and easements and restrictions of record, if any, and that the Lender shall have the first lien on the Additional Property, and the Additional Property shall be in all respects subject to and burdened by the Deed of Trust as if the Additional Property had been originally conveyed and described therein.

4. Conflicts. In the event of any conflict or discrepancy between the Loan Documents and this Modification, this Modification shall control.

5. Effect of Modification. Except as modified hereby, all of the terms and provisions of the Deed of Trust shall remain in full force and effect.

6. Lien. Except as otherwise provided in this Modification, the modifications contained herein and in the documents contemplated hereby shall in no manner affect or impair (i) the validity or enforceability of the Note, and (ii) the liens, security interest and assignments of the Deed of Trust, which liens, security interests and assignments are acknowledged by Brookstown to be valid and subsisting.

7. Merger. This Modification, along with any documents contemplated hereby, is the sole agreement between the parties as to the amendment and modification of the Loan and supersedes all other agreements, written or oral, between the parties.

8. Joinder of Trustee. Trustee joins in the execution hereof for the sole purpose of evidencing his consent to the provisions hereof.

IN WITNESS WHEREOF, the parties have duly executed Signature Pages to this Fifty-First Modification of Deed of Trust, as of the date and year first above written.

SIGNATURE PAGE
TO
FIFTY-FIRST MODIFICATION OF DEED OF TRUST
TO ADD COLLATERAL
BY AND BETWEEN
BROOKSTOWN DEVELOPMENT PARTNERS, LLC,
REGIONS BANK
and
J. REID MARKS, JR., Trustee

LENDER:

REGIONS BANK,
a national banking association

By: *J. Reid Marks, Jr.*
Name: J. REID MARKS, JR.
Title: MARKET PRESIDENT

STATE OF NC

COUNTY OF Guilford

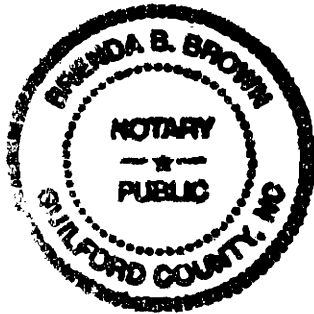
SS:

I certify that the following person(s) personally appeared before me this day, each acknowledging to me that he or she voluntarily signed the foregoing document for the purpose stated therein and in the capacity indicated: J. Reid Marks Jr.

Date: 1-29-07

Brenda B. Brown
Printed Name: Brenda B. Brown, Notary Public

My commission expires: 7-15-07



SIGNATURE PAGE
TO
FIFTY-FIRST MODIFICATION OF DEED OF TRUST
TO ADD COLLATERAL
BY AND BETWEEN
BROOKSTOWN DEVELOPMENT PARTNERS, LLC,
REGIONS BANK
and
J. REID MARKS, JR., Trustee

LENDER: BROOKSTOWN DEVELOPMENT PARTNERS, LLC
a North Carolina limited liability company

By: [Signature]
Name: Billy D. Prim
Title: Manager

STATE OF North Carolina

SS:

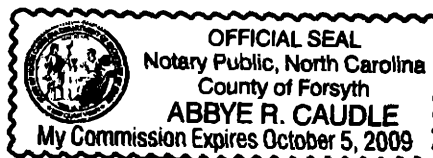
COUNTY OF Forsyth

I certify that the following person(s) personally appeared before me this day, each acknowledging to me that he or she voluntarily signed the foregoing document for the purpose stated therein and in the capacity indicated: Billy D. Prim, Manager of Brookstown Development Partners, LLC, a North Carolina limited liability company.

Date: 2/2/07

[Signature]
Printed Name: Abbye R. Caudle, Notary Public

My commission expires: 10/5/09



SIGNATURE PAGE
TO
FIFTY-FIRST MODIFICATION OF DEED OF TRUST
TO ADD COLLATERAL
BY AND BETWEEN
BROOKSTOWN DEVELOPMENT PARTNERS, LLC,
REGIONS BANK
and
J. REID MARKS, JR., Trustee

TRUSTEE:



J. Reid Marks, Jr., Trustee

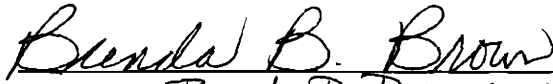
STATE OF N.C.

COUNTY OF Guilford

SS:

I certify that the following person(s) personally appeared before me this day, each acknowledging to me that he or she voluntarily signed the foregoing document for the purpose stated therein and in the capacity indicated: J. Reid Marks, Jr.

Date: 1-29-07



Printed Name: Brenda B. Brown, Notary Public

My commission expires: 7-15-07

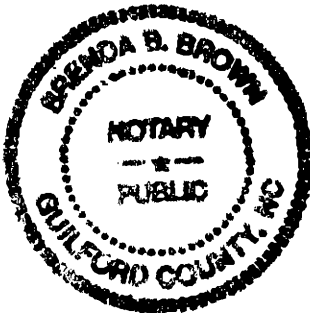


EXHIBIT "A"

TRACT NO. 64:

Parcel A: Lying and being in the City of Winston-Salem, North Carolina and BEGINNING at an iron stake in the West line of North Broad Street, a new corner, 54.5 feet South 6° 30' East from an iron stake at the Southeast corner of lot number 359 on the plat of Salem and Winston, recorded in map book 8 at page 66 in the Register of Deeds' office of Forsyth County, North Carolina, said iron stake, the point of beginning, also being 169.94 feet, North 6° 30' West from an iron stake at the North-west intersection of said North Broad Street and Brookstown Avenue; running thence on a new line South 84° 26' West 100.01 feet to an iron stake, another new corner, in the East line of lot number 361 on the above-described plat of Salem and Winston, 52.5 feet South 6° 30' East from an iron stake in the South line of said lot number 359; thence with the East line of said lot number 361 South 6° 30' East 56 feet to an iron stake, 58.69 feet North 6° 30' West from an iron stake in the North line of said Brookstown Avenue; thence North 88° 43' East 100.41 feet to an iron stake in the West line of said North Broad Street; thence with the West line of said street North 6° 30' West 63.5 feet to the place of BEGINNING, being a lot containing 5975 square feet, more or less, and located in the central portion of lot number 360 on the above-entitled plat of Salem and Winston. Tax Block 0097, Lot 124A

Parcel B: BEGINNING at an iron stake in the intersection of the north property line of Brookstown Avenue, with the west property line of Broad Street, and running thence with the west property line of said Broad Street north 6° 30' west, 106.44 feet to an iron stake, corner of property owned by Metropolitan Life Insurance Company; thence with their line south 88° 43' west, 100.41 feet to an iron stake in the east line of Lot No. 361 on the map of Winston and Salem; thence with the east line of Lot No. 361 south 6° 30' east, 58.69 feet to an iron stake in the north property line of Brookstown Avenue; thence with the north property line of Brookstown Avenue south 66° 53' east, 115.05 feet to the place of beginning, and being the southern portion of Lot No. 360 on the map of Winston and Salem, said map being recorded in Plat Book 8, Page 66, Office of the Register of Deeds of Forsyth County.

Tax Block 0097, Lot 202

Parcel C: Lying on the west side of Spring Street in the City of Winston, and BEGINNING at the southeasternmost corner of Tax Lot 137 in Block 0096 of the Forsyth County Tax Maps as presently constituted (the property now or formerly of David and June Massey, described as Lot 1 in Deed Book 1659, Page 1160, Forsyth County Registry); running thence West with the southern line of the Massey property 70 feet; thence South on a line parallel with Spring Street 40 feet to the northern line of Tax Lot 203 in Block 0096 of the Forsyth County Tax Maps as presently constituted (the property now or formerly of William and Pamela Partin, described in Deed Book 1337, Page 672, Forsyth County Registry); thence East with the northern line of Partin's property 70 feet to the western right-of-way line of Spring Street; thence North with the western right-of-way line of Spring Street 40 feet to the place of BEGINNING. Tax Block 0096, Lot 139

Parcel D: Lying on the west side of Spring Street in the City of Winston, and BEGINNING at the southeasternmost corner of Tax Lot 137 in Block 0096 of the Forsyth County Tax Maps as presently constituted (the property now or formerly of David and June Massey, described as Lot 1 in Deed Book 1659, Page 1160, Forsyth County Registry); running thence West with the southern line of the Massey property 70 feet; thence South on a line parallel with Spring Street 40 feet to the northern line of Tax Lot 203 in Block 0096 of the Forsyth County Tax Maps as presently constituted (the property now or formerly of William and Pamela Partin, described in Deed Book 1337, Page 672, Forsyth County Registry); thence East with the northern line of Partin's property 70 feet to the western right-of-way line of Spring Street; thence North with the western right-of-way line of Spring Street 40 feet to the place of BEGINNING. Tax Block 0096, Lot 139

Parcel E: Being a lot located on the East side of Broad Street in the City of Winston Salem, located in the Northeast corner of the intersection of Broad Street and Brookstown Avenue and being more particularly described as follows: BEGINNING at the Southwest corner of a lot now or formerly belonging to Mrs. Nancy Fletcher, running thence Southwardly 7 degrees 47 minutes East with the East line of Broad Street 38 feet to an iron at the Northeast intersection of Broad Street and Brookstown Avenue; thence with the North side of Brookstown Avenue South 67 degrees 46 minutes East 110 feet to an iron stake; thence North 17 degrees 10 minutes East 59.85 feet to an iron stake; thence North 81 degrees 45 minutes East 10 feet to a point at the Southwest corner of property formerly belonging to Luella L. Blum; thence with the line of the property formerly belonging to Luella L. Blum, North 8 degrees 09 minutes West 40 feet to an iron stake in the South side of an alley; thence with said alley and falling in with the line of the property now or formerly belonging to Nancy Fletcher, South 81 degrees 45 minutes West 130 feet to the place of the BEGINNING, being part of Lot No. 347 and Lot No. 346 on the Map of the City of Winston and being the same property described in a deed from P.O. Leak and wife, to Lillie Leak dated April 28, 1919 as recorded in Deed Book 169, Page 170. Tax Block 0096, Lot 138

Parcel F: Being a lot located on the East side of Broad Street in the City of Winston Salem, located in the Northeast corner of the intersection of Broad Street and Brookstown Avenue and being more particularly described as follows: BEGINNING at the Southwest corner of a lot now or formerly belonging to Mrs. Nancy Fletcher, running thence Southwardly 7 degrees 47 minutes East with the East line of Broad Street 38 feet to an iron at the Northeast intersection of Broad Street and Brookstown Avenue; thence with the North side of Brookstown Avenue South 67 degrees 46 minutes East 110 feet to an iron stake; thence North 17 degrees 10 minutes East 59.85 feet to an iron stake; thence North 81 degrees 45 minutes East 10 feet to a point at the Southwest corner of property formerly belonging to Luella L. Blum; thence with the line of the property formerly belonging to Luella L. Blum, North 8 degrees 09 minutes West 40 feet to an iron stake in the South side of an alley; thence with said alley and falling in with the line of the property now or formerly belonging to Nancy Fletcher, South 81 degrees 45 minutes West 130 feet to the place of the BEGINNING, being part of Lot No. 347 and Lot No. 346 on the Map of the City of Winston and being the same property described in a deed from P.O. Leak and wife, to Lillie Leak dated April 28, 1919 as recorded in Deed Book 169, Page 170. Tax Block 0096, Lot 138