THIS AGREEMENT made and entered into this 28th day of September, 1984, by and between MAXWELL POINTE ASSOCIATES LIMITED PARTNERSHIP, a South Carolina Limited Partnership, party of the first part (herein called "Borrower") formerly known as "Maxwell Rointe Investors, a South Carolina General Partnership", and AMERICAN FEDERAL BANK, F.S.B., a corporation organized and existing under the laws of the United States of America, having a place of business in Greenville County, South Carolina, party of the second part (herein called "Lender").

## WITNESSETH:

WHEREAS, Lender on January 17, 1984 made a loan to Maxwell Pointe Investors, a South Carolina General Partnership, in the amount of \$2,100,000.00, as evidenced by that certain Adjustable Rate Note (hereinafter called "Note"), dated January 17, 1984, the terms and conditions of which are incorporated herein by reference.

WHEREAS, said Adjustable Rate Note was secured by a real estate mortgage in the sum of \$2,100,000.00, dated January 17, 1984, recorded in the RMC Office for Greenville County, S. C., in Mortgage Book 1644, page 90, on January 17, 1984, which covers a retail commercial shopping center containing 8.956 acres lying on the northern side of Woodruff Road (S. C. Highway No. 146), in Greenville County, South Carolina, and which note was further secured by that certain Assignment of Lease and Rentals given by the General Partnership to Lender on the same date, recorded in the RMC Office for Greenville County, S. C., in Deed Book 1204, page 534, and which note was further secured by that certain Endorsement and Guaranty of Payment to Lender executed on January 17, 1984, by Carolina Capital Corporation, Jamile J. Francis, Jr., Marcus H. Stewart, Gordon L. Gibson and Thomas C. Brown.

WHEREAS, by a certain Certificate and Agreement of Limited
Partnership Amending and Restating the Articles of General Partnership of Maxwell Pointe Investors, a General Partnership, with an

1848 W.S.