STATE OF SOUTH CAROLINA)

AGREEMENT

THIS AGREEMENT, made and entered into this 20th day of August A. D., 1964, by and between THOMAS M. WELBORN, hereinafter referred to as "Borrower", and AMERICAN MONORAIL COMPANY, an Ohio corporation with its principal office and place of business in Akren, Ohio, hereinafter called "Lessee", and JEFFERSON STANDARD LIFE INSURANCE COMPANY, a North Carolina corporation with its principal office and place of business in Greensboro, North Carolina, hereinafter called "Lender".

WITNESSETH:

WHEREAS, the Borrower has obtained a loan in the original amount of Thirty-seven Thousand Five Hundred (\$37,500.00) Dollars from the Lender, and as evidence thereof executed and delivered a Note dated September 10,1964 payable to the Lender's order in said amount according to the terms and provisions therein set forth; and, as security for the payment of said Note, said Borrower executed and delivered a certain Mortgage dated September 10,1964, recorded in the R. M. C. Office for Greenville County, South Carolina, and conveying property therein described to the Lender, reference to said Mortgage and its provisions being hereby specifically made; and

WHEREAS, the Lessee is occupying a part of the premises covered by the Mortgage aforesaid under a Lease from the Borrower, as Landlord, dated June 27, 1960, with an Addendum of the same date, reference to said Lease and Addendum and its provisions being specifically made; and

WHEREAS, in said Mortgage the Borrower agreed to keep the improvements on said property therein described insured in an amount satisfactory

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