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AMENDMENT TO PROMISSORY NOTE

BOOK 1595 PAGE 452

WHEREAS, on December 23, 1982, Motel Associates of Greenville ("Borrower") executed a promissory note in the amount of \$2,650,000 to The Westport Company ("Westport");

WHEREAS, the first paragraph of Schedule "A" (Continued) of said note reads as follows:

"Notwithstanding the foregoing, in the event maker sells, or has sold, at any time, at least 40 units of ownership in maker an additional \$50,000 of principal, shall be paid to the holder hereof. In the event, at any time, over 40 units are sold, for each unit in excess of 40, an additional \$15,000 of principal shall be paid to the holder hereof. Each such payment shall be applied towards the principal payments due December 23, 1984, December 23, 1985 and December 23, 1986, with the payments to be applied in inverse order of maturity. Reports of monthly sales shall be submitted January 10 and February 10, 1983. Interest on the \$150,000 principal payments shall be proportionately reduced in the event of any prepayment of such principal."

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Page One of Five Pages

1421

U.S. DISTRICT COURT

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