PROMISSORY NOTE

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\$2,700,000.00

December 23, 1982

FOR VALUE RECEIVED, the undersigned, MOTEL ASSOCIATES

OF GREENVILLE, (hereinafter sometimes called "Borrower")

promises to pay to THE WESTPORT COMPANY, a Massachusetts

business trust with its principal place of business at 830

Post Road East, Westport, Connecticut 06880, and its successors

in trust (hereinafter sometimes called "Westport") or order,

the sum of Two Million Seven Hundred Thousand and 00/100 '

(\$2,700,000.00) Dollars at Westport, Connecticut, or at such

other place or places as the holder hereof designates, with

interest on the unpaid balance from the above date until

paid in full at the rates specified below and any costs and

expenses including reasonable attorneys fees incurred in

collection thereof or in foreclosure of the mortgage securing

this note or in protecting the lien or said mortgage, the

same to be payable as follows:

Interest shall be payable on the principal balance at the rates of Eighteen (18%) percent per annum for the first three years from the date hereof and eleven and 43/100 (11.43%) percent per annum thereafter until payment in full is received by the payee. Principal and interest shall be payable in installments, on the 23rd. day of each month,