WHEREAS, loans in excess of Two Million (\$2,000,000) Dollars have been made by the Mortgagee to the Mortgager, which loans were secured by the Master Mortgage;

WHEREAS, the Mortgagee and the Mortgagor have simultaneously herewith, executed a new master note (the "New Master Note") in the principal amount of Three Million (\$3,000,000) Dollars, in substitution for the Master Note, and have amended the Master Mortgage so as to increase the principal sum secured by it to the sum of Three Million (\$3,000,000) Dollars,

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) and other valuable consideration in hand paid, receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. The Mortgage is hereby amended to increase the sum secured thereby from the amount of \$2,000,000 to \$3,000,000.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands and seals as of the day and year first above written.

NALLEY COMMERCIAL PROPERTIES, INC.

JAMES TALCOTT, INC.

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