

- (i) Mortgagors shall not be in default under this Mortgage;
- (ii) Mortgagors shall comply with all of the terms and provisions of the first mortgage other than with respect to the payments of principal and interest due thereunder after the date hereof.

Mortgagee shall not be required and Mortgagee agrees that it will not, make any prepayments of principal or of interest under the first mortgage unless Mortgagors shall first consent in writing thereto.

Mortgagors covenants and agrees not to exercise any right or privilege of prepayment of the first mortgage and agrees not to enter into any agreement with the holder of the first mortgage modifying or amending any of the provisions dealing with the payment of principal or interest thereunder without the prior written consent of Mortgagee thereto.

Mortgagee agrees to promptly remit any sums required to be paid to the holder of the first mortgage so paid to Mortgagee by Mortgagors in payment of such sums due under such first mortgage.

In the event the unpaid principal balance of the first mortgage is reduced by the holder of said mortgage applying insurance proceeds in reduction thereof or by prepayments made by Mortgagors with the prior written consent of Mortgagee so that Mortgagee's obligation hereunder to pay to the holder of the first mortgage, the unpaid principal balance of such mortgage as hereinbefore provided is similarly reduced, then and in such event, Mortgagee agrees that Mortgagor's obligation to pay the total indebtedness to Mortgagee hereunder, shall be likewise reduced by an equivalent amount provided, however, that Mortgagors shall first have furnished Mortgagee with adequate evidence and written assurance that such prepayments have been made; such equivalent amount to be deducted from the final payment to be made by Mortgagors to Mortgagee hereunder in the inverse order of their due date.

If the Mortgagee shall default in making any required payment of principal and interest under the first mortgage, the Mortgagors shall

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