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The purchase price so computed shall be paid by the cancellation of the Note if then outstanding, and a cash payment equal to the amount by which the purchase price exceeds the amount due under the Note.

If the Mortgagor believes that it would receive a larger cash payment if the Mortgagee exercised its Primary Option (the "Primary Option") pursuant to the Option Agreement and Right of First Refusal of even date herewith between Mortgagor and Mortgagee and the Property was immediately thereafter sold for its Fair Market Value, the Mortgagor may, not later than twenty (20) days after giving notice to the Mortgagee electing to have the Property purchased pursuant to the Section 22 purchase procedure, give notice (a "Value Notice") to the Mortgagee specifying a fair market value (the "Fair Market Value") of the Property, including the Improvements and the Equipment. If the Mortgagor gives a Value Notice, the minimum cash payment to the Mortgagor pursuant to this Section 22 Purchase Procedure shall be the amount the Mortgagor would receive pursuant to the form of amended partnership agreement it would enter into with the Mortgagee if the Mortgagee exercised the Primary Option and the Property were immediately thereafter sold for the Fair Market Value. The Mortgagee and the Mortgagor shall then promptly negotiate in good faith in order to agree upon the Fair Market Value. If the Mortgagee fails within twenty (20) days to respond to the Value Notice, the amount specified by the Mortgagor shall conclusively be deemed to be the Fair Market Value. If the Mortgagee timely objects to the Value Notice and the Mortgagor and the Mortgagee have not agreed on the Fair Market Value within twenty (20) days of the Mortgagee's response to the Mortgagor, the Mortgagor may submit to the Mortgagee a list of three proposed appraisers, each of whom shall have had at least five (5) years of experience in appraising similar commercial properties and be a member of a reputable professional association, and none of whom shall have had any material dealing with the Mortgagor or the Mortgagee within the past five (5) years. Within twenty (20) days after receipt of such a list, the Mortgagee shall select an appraiser to value the Property and if it fails to do so, the Mortgagor may select the appraiser. The Mortgagee and Mortgagor shall supply the appraiser selected with such information as the appraiser may reasonably request. The appraiser shall be requested to determine, within thirty (30) days of its selection, the price which a willing and able buyer would pay to a seller under no obligation to sell, for the Property, including the Improvements, Equipment and any insurance and condemnation proceeds attributable thereto, as of the date of the Value Notice. The amount determined by the appraiser shall conclusively be deemed to be the Fair Market Value. If the amount determined by the appraiser is less than the last amount claimed by the Mortgagor as the Fair Market Value in its negotiations with the Mortgagee, the cost of the appraisal shall be paid by the Mortgagor. Otherwise, the cost of the appraisal shall be paid by the Mortgagee.

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