

Mortgagor hereof or any other party (other than Howard S. Rothman or Ronald L. Lozoff pursuant to their personal guaranties) for the performance of any of the agreements contained herein or contained in said Notes or Security Agreement, an action to foreclose said Mortgage and to enforce any assignment of rents and leases contained therein being the holder's only remedy for a default under the Notes or said Security Agreement, and the Mortgagor hereof expressly waives any right to a deficiency judgment in the event of a foreclosure (except for Howard S. Rothman or Ronald L. Lozoff, pursuant to their personal guaranties).

12. Transfers of the Property or Beneficial Interests in Mortgagor; Assumption. On sale or transfer of (i) all or any part of the Property, or any interest therein, or (ii) beneficial interests in Mortgagor (if Mortgagor is not a natural person or persons but is a corporation, partnership, trust or other legal entity), Mortgagee may, at Mortgagee's option, declare all of the sums secured by this mortgage to be immediately due and payable, and Mortgagee may invoke any remedies permitted by paragraph 11 of this mortgage. This option shall not apply in case of

- (a) transfers by devise or descent or by operation of law upon the death of a joint tenant or a partner;
- (b) sales or transfers when the transferee's creditworthiness and management ability are satisfactory to Mortgagee and the transferee has executed, prior to the sale or transfer, a written assumption agreement containing such terms as Mortgagee may require, including, if required by Mortgagee, an increase in the rate of interest payable under the Note;
- (c) the grant of a leasehold interest in a part of the mortgaged premises of three years or less (or such longer lease term as Mortgagee may permit by prior written approval) not containing an option to purchase (except any interest in the ground lease, if this Instrument is on a leasehold);
- (d) sales or transfers of beneficial interests in Mortgagor provided that such sales or transfers, together with any prior sales or transfers of beneficial interests in Mortgagor, but excluding sales or transfers under subparagraphs (a) and (b) above, do not result in more than 49% of the beneficial interests in Mortgagor having been sold or transferred since commencement of amortization of the Note; and