

Law, sell, transfer, convey, lease (except the lease of the Mortgaged Property to Brock Residence Inns, Inc. and the Mortgage of the Mortgaged Property to (i) Carteret Savings and Loan Association and/or 1st Federal of South Carolina, and (ii) Scioto Valley Mortgage Corp.), or in any other manner change the ownership of or title to all or any portion of the Mortgaged Property.

(b) It is specifically agreed and understood that Mortgagor shall not have the right to transfer the benefit of the Lease to any person acquiring title from Mortgagor. Unless Mortgagee gives its prior consent in writing, which consent shall not be unreasonably withheld, it shall be an event of default under the Mortgage and the Lease if Mortgagor transfers or attempts to transfer, all or any part of the Mortgaged Property under and subject to the Mortgage. Any consent given by Mortgagee hereunder shall pertain only to the proposed transfer of title for which the consent was requested and shall not obligate Mortgagee to approve any further transfers or relieve any person or entity of liability to pay any amount secured hereby.

(c) It is expressly understood and agreed that Mortgagee may condition its consent to a transfer of the benefits of the Lease, secured by the Mortgage, upon the fulfillment of certain requirements including, but not