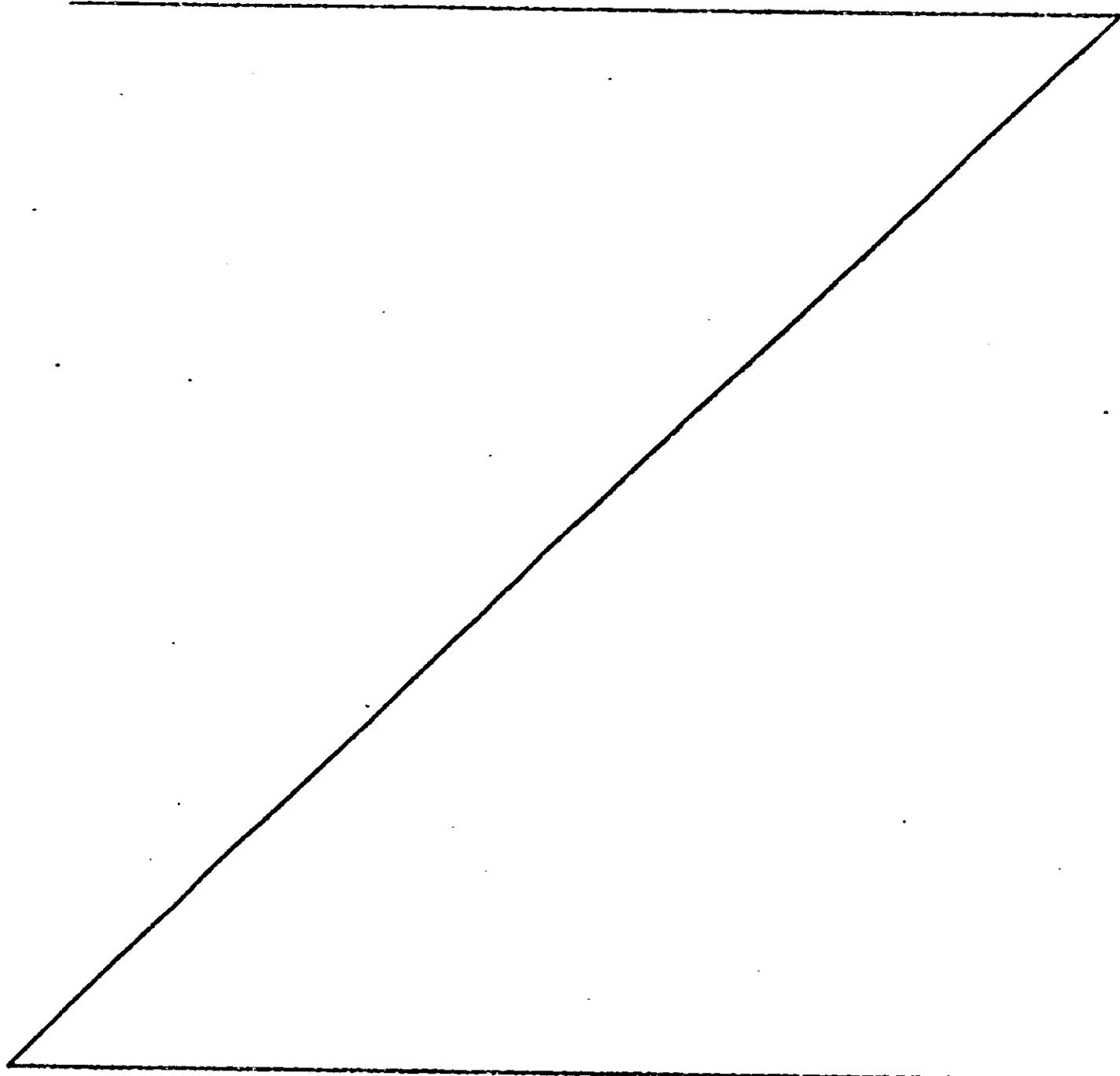


Party to obtain financing on "better terms and conditions" shall not, however, apply to any modification of an Underlying Obligation involving only an extension of a maturity date with a continuation of the previously applicable amortization installments. Better terms and conditions as used herein shall mean with respect to such alternate financing that it has a longer maturity without an increase in the interest rate, or the same maturity at a lower interest rate, or some combination of both of the foregoing. In such event, any net refinancing proceeds in excess of that which would have resulted from Owner's requested refinancing shall be paid to Secured Party and credited to Owner as a prepayment of principal on the note(s) secured hereby.



4a.

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