

Entity (a) Having total assets of at least Two Hundred Million Dollars (\$200,000,000) and a total net worth of at least Ten Million Dollars (\$10,000,000), as evidenced by the most recent audited balance sheet of such Successor Entity and (b) being at the time of transfer by Haywood Mall Associates to such Successor Entity, the owner of at least ten (10) regional shopping centers containing a total of at least ten million (10,000,000) square feet of gross leasable area, each of which shall include at least two major non-discount anchor stores, it being understood that consent to such a transaction shall not be deemed to be a waiver of Mortgagee's right to require such consent to further or successive transactions, or (b) Haywood Mall, Inc., ceases to be a wholly-owned subsidiary of Cousins Properties Incorporated; or (c) Haywood Mall, Inc., and Monumental Properties Trust as the venturers comprising HMA cease each to maintain or own their respective fifty (50) percent interests in HMA or the Property.

Provided further, that if such Successor Entity is approved by Mortgagee and assumes the obligations of guaranties of the Guarantors referred to in Section 1.1 of the Loan Agreement, Mortgagee will release the said Guarantors from their respective obligations under such guaranties.

(vi) If the Mortgagor, or any guarantor of any indebtedness secured hereby while the terms of said guaranty remains in effect, shall file a voluntary petition in bankruptcy or shall be adjudicated a bankrupt or insolvent, or shall file any petition or answer seeking or acquiescing in any reorganization, arrangement, composition, readjustment, liquidation, dissolution, or similar relief for itself under any present or future federal, state, or other statute, law, or regulation relating to bankruptcy, insolvency, or other relief for debtors, or shall seek or consent to or acquiesce in the appointment of any trustee, receiver, or liquidator of mortgagor or such guarantor or of all or any part of the Property, or of any or all of the royalties, revenues, rents, issues, or profits thereof, or shall make any general assignment for the benefit of creditors,