

Mortgagor shall fail to pay the same forthwith upon such demand, Mortgagee shall be entitled to sue any party (but not the Hutton Partnership or its general or limited partners, excluding Mortgagor, U. S. Shelter, a Massachusetts business trust, AmReal Corporation, and N. Barton Tuck, Jr.) for and recover judgment for the whole amount so due and unpaid together with costs and expenses, including reasonable compensation, expenses and disbursements of Mortgagee's agents and attorneys incurred in connection with such suit and any appeal in connection therewith; provided, however, that notwithstanding the foregoing, Holder shall have the right, exercisable whenever it is deemed necessary or desirable by Lender or its counsel, to join the Hutton Partnership in any litigation or other legal or equitable proceeding if such joinder is necessary or desirable under the laws of the State of South Carolina, solely for the purpose of obtaining jurisdiction over the Project and/or the Joint Venture, but Lender, its successors or assigns, shall have no right to claim or pursue any equitable claim or any claim for damages of any nature whatsoever against, or to obtain or enforce a judgment against, the Hutton Partnership. Mortgagee shall be entitled to sue and recover judgment as aforesaid either before, after or during the pendency of any proceeding for the enforcement of this Mortgage, and the right of Mortgagee to recover such judgment shall not be affected by any taking, possession or foreclosure sale hereunder, or by the exercise of any other right, power or remedy for the enforcement of the terms of the Mortgage, or the foreclosure of the lien hereof.

(b) In case of a foreclosure sale of all or any part of the Mortgaged Property and of the application of the proceeds of sale to the payment of the sums secured hereby, Mortgagee shall be entitled to enforce payment of and to receive all amounts then remaining due and unpaid and to recover judgment for any portion thereof remaining unpaid, with interest; provided, however, Mortgagee shall not, at any time, be entitled to seek or obtain any personal judgment against the Hutton Partnership or its general or limited partners (excluding Mortgagor, U. S. Shelter, a Massachusetts business trust, AmReal Corporation, and N. Barton Tuck, Jr.) or any assets of the Hutton Partnership (other than the Project), or the letters of credit

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