

"Interest Holder" means each Person owning any direct or indirect equity ownership interest of Trustor and any Person obtaining a direct or indirect equity ownership interest in Trustor after the date hereof pursuant to a Transfer that is consummated in accordance with the applicable terms of this Deed of Trust.

"New Guaranty" means a guaranty agreement in form, scope, and substance that is similar in all material respects to the Guaranty executed by Guarantor as of the date hereof.

"Permitted Transfer" means, subject to the applicable conditions set forth in this Paragraph, (A) a transfer by any Interest Owner of its equity ownership interests in Trustor to any Person that does not result in a Change of Control and (B) an Estate Transfer that does not result in a Change of Control or does not occur due to the death or incapacity of Guarantor.

"Permitted Transferee" means a legal entity whose business and purpose shall consist solely of the acquisition, ownership, operation and management of the Trust Property or of all of the equity ownership interests of Trustor, and such other activities as are necessary, incidental or appropriate in connection therewith, and which entity otherwise complies with all of the applicable terms and provisions of this Deed of Trust, including, without limitation, Paragraph 9, and such entity is Controlled and Majority Owned by one or more of the Interest Holders who Control Trustor as of the date hereof.

"Person" or **"person"** includes an individual, corporation, partnership, limited liability company, trust, unincorporated association, government, governmental authority, and any other legal entity.

"Property Transfer" means the sale, assignment, or other conveyance of the Trust Property in its entirety.

"Rating Agencies" means each of Standard & Poor's Ratings Services, a division of McGraw-Hill Companies, Inc., Moody's Investor Service, Inc., and Fitch, Inc., or any other nationally-recognized statistical rating agency which has been approved by Beneficiary.

"Ratings Confirmation" means the written recommendations from the Rating Agencies to the effect that the subject transaction will not result in a requalification, reduction or withdrawal of any rating initially assigned or to be assigned in a Secondary Market Transaction.

"REMIC" means a "real estate mortgage investment conduit" within the meaning of Section 860D of the Internal Revenue Code