**EXHIBIT [\_\_]**

**MODIFICATIONS TO MULTIFAMILY LOAN AND SECURITY AGREEMENT**

**(Ground Lease Defaults)**

The foregoing Loan Agreement is hereby modified as follows:

1. Capitalized terms used and not specifically defined herein have the meanings given to such terms in the Loan Agreement.
2. **[DRAFTING NOTE: INSERT THE FOLLOWING IF MORTGAGE LOAN IS NON-RECOURSE; DELETE IF FULL RECOURSE:** Section 3.02(a)(3) (Personal Liability Based on Lender’s Loss) of the Loan Agreement is hereby deleted in its entirety and replaced with the following:

(3) failure to (A) properly make insurance claims for the payment of insurance proceeds to which any party is entitled under any insurance policy required by the Loan Documents, including failure to comply with or satisfy any term or condition provided under such policy for the payment of such insurance proceeds or any failure to provide any such insurer with all information and documentation necessary to support any such claim, (B) apply all insurance proceeds received by any party as required by the Loan Documents, (C) pay to Lender any amounts received by any party in connection with any casualty or other event of loss as required by the Loan Documents, or (D) pay to Lender any amounts received by any party in connection with a Condemnation Action as required by the Loan Documents;**]**

1. **[DRAFTING NOTE: INSERT THE FOLLOWING IF MORTGAGE LOAN IS NON-RECOURSE; DELETE IF FULL RECOURSE:** Section 3.02(b) (Personal Liability of Borrower (Exceptions to Non-Recourse Provision) – Full Personal Liability for Mortgage Loan) of the Loan Agreement is amended by adding the following provision**[s]** to the end thereof:

([\_\_]) any failure by Borrower to comply with the provisions of Section [\_\_](c) (Ground Lease Provisions – Negative Covenants Regarding Ground Lease), Section [\_\_](d) (Ground Lease Provisions – Borrower Bankruptcy Event), Section [\_\_](e)(1) (Ground Lease Provisions – Ground Lessor Bankruptcy Event) or Section [\_\_](g) (Ground Lease Provisions – Option to Renew or Extend Ground Lease) of the Security Instrument[.][; or]**]** **[DRAFTING NOTE: Use reference to NEW SECTION added in Modifications to Security Instrument (Ground Lease Provisions) [Form 6308]]**

**[DRAFTING NOTE: Insert the following if Ground Lessor is executing the Joinder and Consent added in Modifications to Security Instrument (Ground Lease Provisions) [Form 6308]:**

([\_\_]) any failure by Ground Lessor to comply with the provisions of Section [\_\_](c) (Ground Lessor Provisions – Negative Covenants Regarding Ground Lease), Section [\_\_](d) (Ground Lessor Provisions – Ground Lessor Bankruptcy Event), or Section [\_\_](e)(1) (Ground Lessor Provisions – Borrower Bankruptcy Event) of the Security Instrument.**]**

**[DRAFTING NOTE: Use reference to NEW SECTION added in Modifications to Security Instrument (Ground Lease Provisions) [Form 6308]]**

1. Section 14.01(a) (Events of Default – Automatic Events of Default) of the Loan Agreement is amended by adding the following provision**[**s**]** at the end thereof:

[(\_\_)] any failure by Borrower to comply with the provisions of Section [\_\_\_](b) (Ground Lease Provisions – Affirmative Covenants Regarding Ground Lease) and Section [\_\_\_](c) (Ground Lease Provisions – Negative Covenants Regarding Ground Lease) of the Security Instrument[.][; or] **[DRAFTING NOTE: Use reference to NEW SECTION added in Modifications to Security Instrument (Ground Lease Provisions) [Form 6308]]**.

**[DRAFTING NOTE: Insert the following if Ground Lessor is executing the Joinder and Consent added in Modifications to Security Instrument (Ground Lease Provisions) [Form 6308]:**

[(\_\_)] any failure by Ground Lessor to comply with the provisions of Section [\_\_\_](b) (Ground Lessor Provisions – Affirmative Covenants Regarding Ground Lease) and Section [\_\_\_](c) (Ground Lessor Provisions – Negative Covenants Regarding Ground Lease) of the Security Instrument.**]** **[DRAFTING NOTE: Use reference to NEW SECTION added in Modifications to Security Instrument (Ground Lease Provisions) [Form 6308]]**

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