**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 apply all insurance proceeds, or all awards or proceeds (from a Condemnation Action or otherwise), received by any party in connection with the Mortgaged Property, 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 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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