

This Servicing Agreement, dated as of July 29, 2011 (this "Servicing Agreement"), among [REDACTED] CP II LLC, a Delaware limited liability company, and [REDACTED] CP II CORP., [REDACTED] are [REDACTED], (collectively, the "Owner"); [REDACTED] Bank of America, N.A., [REDACTED] national banking association, Lender; and [REDACTED] G Services, LLC, a Virginia limited liability company ("MTAG Services" or the "Servicer"), recites and provides as follows. Capitalized terms used herein shall have the meanings ascribed to such terms in Article I hereof.

WHEREAS, the Owner desires that the Servicer provide the services set forth in this Servicing Agreement; and

WHEREAS, the Owner and the Servicer have agreed upon a fee arrangement for such services, as more particularly set forth below in this Servicing Agreement.

NOW, THEREFORE, based upon the foregoing and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto do hereby agree as follows:

## ARTICLE I.

### DEFINITIONS

#### Section 1.01. Definitions.

"Acquisition Date": The date of acquisition of a Tax Lien by Owner from a Selling Municipality or previous owner of the Tax Lien.

"Adjusted Redemptive Value": With respect to any Tax Lien and any date of calculation, (i) the amount required to redeem such Tax Lien in full on such date plus, to the extent not otherwise included in the foregoing, all recoverable Lien Administration Expenses as of such date, or (ii) in the case of a Tax Lien that has been the subject of a judicial modification in a Bankruptcy Proceeding, the amount fixed by the applicable bankruptcy court, plus, to the extent not otherwise included in the foregoing, all recoverable Lien Administration Expenses as of such date.

"Affiliate": With respect to any specified Person, any other Person controlling or controlled by or under common control with such specified Person. For the purposes of this definition, "control," when used with respect to any specified Person, means the power to direct the management and policies of such Person, directly or indirectly, whether through the ownership of voting securities, by contract or otherwise, and the terms "controlling" and "controlled" have meanings correlative to the foregoing.

"Bankrupt": A Person (i) which has filed a voluntary petition for relief under the Bankruptcy Code, or (ii) which has had instituted against it an involuntary proceeding under the Bankruptcy Code (collectively, a "Bankruptcy Proceeding") which shall have resulted in an order for relief having been issued or which remains undismissed for a period of 30 days and, in either