

**AMENDED AND RESTATED MORTGAGE NOTE**

US \$9,750,000.00

Dated June 20, 2014

**FOR VALUE RECEIVED**, the undersigned ("**Borrower**") jointly and severally (if more than one) promises to pay to the order of New York Commercial Bank, a New York banking corporation, the principal sum of **Nine Million Seven Hundred Fifty Thousand and 00/100 Dollars (US \$9,750,000.00)**, with interest accruing at the Interest Rate on the unpaid principal balance from the Disbursement Date until fully paid.

**1. Defined Terms.** In addition to defined terms found elsewhere in this Note, as used in this Note, the following definitions shall apply:

**Adjustable Rate Period:** July 1, 2021 to and including June 30, 2026.

**Business Day:** Any day other than a Saturday, Sunday or any other day on which Lender is not open for business.

**Debt Service Amounts:** Amounts payable under this Note, the Security Instrument or any other Loan Document.

**Default Rate:** A rate equal to the lesser of (a) twenty percent (20%) per annum or (b) the maximum interest rate which may be collected from Borrower under applicable law.

**Disbursement Date:** The date of disbursement of Loan proceeds hereunder.

**First Payment Date:** August 1, 2014.

**Indebtedness:** The principal of, interest on, and any other amounts due at any time under this Note, the Security Instrument or any of the other Loan Documents, including, without limitation, prepayment premiums, late charges, default interest, legal fees and advances, plus interest thereon, to protect the security of the Security Instrument, made under the Security Instrument or any other Loan Document.

**Index:** The highest prime rate as published in The New York Times on each applicable Rate Change Date. In the event the Index is no longer available, the Lender shall compute the interest rate by application of a comparable index selected by the Lender.

**Initial Period:** July 1, 2014 to and including June 30, 2021.

**Interest Rate:** From the date hereof through the end of the Initial Period, the annual rate is 4.00%.