

**Mark-to-Market
 Authorization for Write-off of M2M Notes
 and Release of Legal Documentation**

Form 7.15

Qualified Nonprofit Purchaser:	
Address:	
Current Owner:	
Project Name:	{insert project name}
Address:	
New FHA#:	{if applicable, insert new FHA#}
MRN#:	{ if applicable, insert existing FHA# followed by a "V"}
CRN#:	{ if applicable, insert existing FHA# followed by a "W"}
Acquisition Timing: (check one)	<input type="checkbox"/> At M2M Closing <input type="checkbox"/> Post M2M Closing (3 Year Window)

The Qualified Nonprofit (QNP) Purchaser referenced above has satisfied the requirements contained in Appendix C of the Operating Procedures Guide for HUD to forgive and thus write-off (the "Write-off") the subordinate Mark-to-Market debt ("M2M debt") encumbering the Project. The QNP's formal request for the Write-off was approved (date...) Subject to the terms of Restructuring Commitment, the Accommodation Agreement and an extension to fifty (50) years of the Use Agreement and under my delegated authority, I hereby authorize the Write-off of the Mark-to-Market Mortgage Restructuring Note, and, if applicable, the Mark-to-Market Contingent Repayment Note created in the M2M debt restructuring on the Project referenced above and held by the Secretary of Housing and Urban Development.

(If the Write-off is Post M2M closing... insert the following Paragraph)

The Write-off does not include any payments due to HUD under the M2M debt for any complete fiscal year prior to Write-off. Any such sums owed to HUD under the terms of the M2M debt are an obligation of the Project's Current Owner, referenced above. Any such obligations must be settled to the sole satisfaction of HUD prior to the approval by HUD of the transfer of title to the QNP.

Further, I hereby authorize the cancellation of the Mortgage Restructuring Note and Mortgage and the Contingent Repayment Note and Mortgage, and the termination of any and all Regulatory Agreements, Security Agreements, and UCC filings in favor of the Secretary of Housing and Urban Development related to the M2M debt.

I am not authorizing the release of the M2M Use Agreement.

Secretary of Housing and Urban Development acting
 by and through the Deputy Assistant Secretary
 Office of Affordable Housing Preservation

By: _____

Date: _____, _____