

**MORTGAGEE CONSENT AND SUBORDINATION  
TO  
AFFORDABLE HOUSING AGREEMENT**

Re: 462 Old Barnstable Road, Mashpee, Massachusetts

The undersigned FIRST NIAGARA BANK, N.A. ("Lender"), the mortgagee under the documents listed below (the "Loan Documents"), hereby consents to the foregoing Affordable Housing Restriction (the "Restriction") and subordinates the Loan Documents to the Restriction as if the Restriction had been executed, delivered and recorded prior to the execution, delivery and recording of the Loan Documents.

1. Open-End Mortgage Deed and Security Agreement made by Mashpee Senior Housing LLC ("Borrower") in favor of Lender, dated June 25, 2014, recorded with the Barnstable Registry of Deeds in Book 28227, Page 52.
2. Assignment of Leases and Rents made by Borrower in favor of Lender, dated June 25, 2014, recorded with said Deeds in Book 28227, Page 68.
3. UCC-1 Financing Statement by Borrower in favor of Lender, recorded with said Deeds in Book 28227, Page 76.

*[signature on next page]*

MR. BOOK 28729 PAGE 30

Executed under seal as of the 12 day of February 2015.

FIRST NIAGRA BANK, N.A.

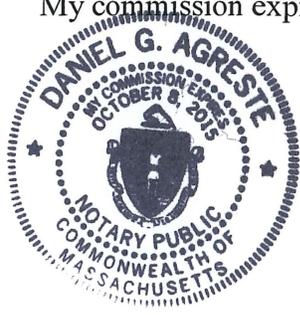
By: Virginia Stolzenthale  
Name: V. STOLZENTHALE  
Title: First Vice President

COMMONWEALTH OF MASSACHUSETTS

\_\_\_\_\_, ss.

On this 12<sup>th</sup> day of February, 2015, before me, the undersigned notary public, personally appeared Virginia Stolzenthale, proved to me through satisfactory evidence of identification, which was personally known, to be the person whose name is signed on the preceding or attached document, and acknowledged to me that he signed it voluntarily for its stated purpose as FVP of FIRST NIAGRA BANK, N.A.

\_\_\_\_\_  
Notary Public Daniel G. Agreste  
My commission expires: 10-8-15



**BARNSTABLE REGISTRY OF DEEDS**  
**John F. Meade, Register**