**AFFIDAVIT DEED/LEASEHOLD ASSIGMENT
IN LIEU OF FORECLOSURE**

STATE OF NEW YORK }

COUNTY OF       }

     , being first duly sworn says:

(a) (I am/we are) the owner of property in the (City/Town/Village) of      , State of New York known as       (enter property address), identified on the tax rolls of the       (enter name of municipality) as tax lot       in Block       (the "Property"), executing a (deed) (assignment of lease) (the "Transfer") to       ; or

(b) I am the       (Managing Member/General Partner/President) of       (the "Entity"), the owner of property in the (City/Town/Village) of      , State of New York known as       (enter property address), identified on the tax rolls of the       (enter name of municipality) as tax lot       in Block       (the "Property"), and are executing a (deed/assignment of lease) (the "Transfer") to       (the "Transferee").

1. The Transfer is intended to be and is absolute conveyance of the (title to the Property/leasehold) to the Transferee, and is not intended as a mortgage, trust conveyance, or security instrument of any kind.

2. Possession of the Property has been surrendered to the Transferee. (I/We/Entity name      ) (have/has) no further right to the use or occupancy the Property, no option or right of first refusal to obtain any interest in the Property, and no right to share in the proceeds of a later sale of the Property.

3. Execution and delivery of the Transfer is done freely and voluntarily and not under coercion or duress.

4. Consideration for the Transfer is [the full cancellation of all debts, obligations, costs, and charges] [the giving to Entity of a covenant not to sue to collect the sums] secured by that certain mortgage made by       to      , dated the       day of      , 20     , and recorded       in      ,       County, and       (state the amount of any other consideration being paid). This consideration is not less than the fair value of the Property as of the date hereof.

5. No work has been done or materials furnished at the Property in the last [four months][ eight months] which could result in the filing of a mechanic's lien.

6. No bankruptcy or other insolvency proceeding has been commenced as to (the undersigned/Entity name      ) in any jurisdiction.

This affidavit is made to induce Benchmark Title Agency, LLC as agents for       Title Insurance Company to insure title under title number       upon reliance of this affidavit.

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Sworn to before me

this       day of      ,

\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

Notary Public