

FIFTH AMENDMENT TO THE SECOND AMENDED AND RESTATED
DECLARATION OF CONDOMINIUM FOR THE 903 CONDOMINIUM
RECORDED IN THE PROVIDENCE LAND EVIDENCE
RECORDS IN BOOK 7938 AT PAGE 231

This Fifth Amendment made and entered into this 22nd day of January, 2008 by
Athena Providence Place (Leasehold), LLC, a limited liability company organized and existing
under the Laws of the State of Delaware (hereinafter "Declarant").

WHEREAS, Declarant recorded a Second Amended and Restated Declaration of Condominium
("Declaration") dated March 22, 2006 and recorded March 22, 2006 at 2:33 p.m. in Book 7938 at
Page 231 in the Providence Land Evidence Records, together with Plats and Plans, whereby the
Declaration created "The 903 Condominium".

The Declarant hereby amends the Declaration to exercise its Declarant Rights under Section XI
of the Declaration, as recorded in the Fourth Amendment to the Second Amended and Restated
Declaration of Condominium recorded in Book 8984 at Page 220 with
the Providence Land Evidence Records.

NOW THEREFORE, the Declarant submits the real estate depicted on the exterior site survey
attached hereto and incorporated herein and recorded contemporaneously herewith, as a
Common Element of the Condominium. The legal description of the real estate being submitted
is described in Exhibit 1, attached hereto and incorporated herein.

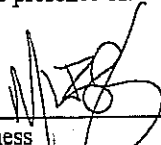
Further, the Declarant hereby removes all previous language referencing any "Leasehold",
"lease", "Lessee" or other such references. The remaining context shall now connote language
to include the concept of "Fee Simple" ownership of the Common Elements and the Units
comprising THE 903 Condominium.

Further, Section 12.7 shall be deleted in its entirety and Exhibit 1 of the Declaration shall remove
the heading "Property Subject to Leasehold Estate" and Item #28 of Exhibit 4 shall be deleted.

IN WITNESS WHEREOF, Declarant by its Manager has caused this Fifth Amendment to be
executed the date and year first above written.

In the presence of:

Athena Providence Place (Leasehold), LLC



Witness



By: Frederick Vincent, Authorized Agent

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence on the 22nd day of January, 2008, before me personally appeared
Frederick Vincent, Authorized Agent, of Athena Providence Place (Leasehold), LLC to me
known and known by me to be the party executing the foregoing instrument and he
acknowledged said instrument to be his free act and deed in his aforesaid capacity and the free
act and deed of said Athena Providence Place (Leasehold), LLC.



Notary Public
My Commission Expires:

MARG B. GERTSACOV
NOTARY PUBLIC
STATE OF RHODE ISLAND
MY COMMISSION EXPIRES APRIL 16, 2009

RECEIVED:
Providence
Received for Record
Jan 23, 2008 at 12:54:55P
Document Num: 00001705
John A Murphy
Recorder of Deeds



QUIT CLAIM DEED

ATHENA PROVIDENCE PLACE (GROUND), LLC, a Delaware limited liability company, whose principal address is located in New York, New York for no consideration paid grant to ATHENA PROVIDENCE PLACE (LEASEHOLD), LLC, a Delaware limited liability company, whose principal address is located in New York, New York

WITH QUIT CLAIM COVENANTS

THAT CERTAIN LOT OR PARCEL OF LAND REPRESENTING THE GROUND UNDER THE BUILDINGS LOCATED ON PROVIDENCE PLACE, FORMERLY KNOWN AS KINSLEY AVENUE, IN THE CITY AND COUNTY OF PROVIDENCE, STATE OF RHODE ISLAND

BEGINNING AT A POINT ON THE NORTHERLY SIDELINE OF HARRIS AVENUE (60 FEET WIDE) SAID POINT BEING DISTANCE ALONG SAID SIDELINE ON A COURSE OF NORTH 84 DEGREES - 34 MINUTES - 03 SECONDS WEST, A DISTANCE OF 170.83 FEET FROM THE SOUTHWESTERLY END OF A CURVE CONNECTING SAID NORTHERLY SIDELINE OF HARRIS AVENUE WITH THE SOUTHWESTERLY SIDELINE OF PROVIDENCE PLACE (F.K.A. KINSLEY AVENUE - VARIABLE WIDTH) AND FROM SAID POINT OF BEGINNING RUNNING, THENCE,

ALONG THE NORTHERLY SIDELINE OF HARRIS AVENUE, NORTH 84 DEGREES - 34 MINUTES - 03 SECONDS WEST, A DISTANCE OF 618.15 FEET TO A POINT, THENCE; THE FOLLOWING THREE (3) COURSES ALONG THE DIVIDING LINE BETWEEN LOT 367 AND 369, ASSESSOR'S PLAT 26;

NORTH 05 DEGREES - 25 MINUTES - 57 SECONDS EAST, A DISTANCE OF 46.00 FEET TO A POINT, THENCE;

NORTH 47 DEGREES - 41 MINUTES - 59 SECONDS WEST, A DISTANCE OF 77.58 FEET TO A POINT, THENCE;

SOUTH 42 DEGREES - 30 MINUTES - 20 SECONDS WEST, A DISTANCE OF 116.00 FEET TO A POINT ON THE EASTERLY FREEWAY LINE OF RHODE ISLAND STATE HIGHWAY RAMP TO INTERSTATE ROUTE 95, RAMP RV-AD AS SHOWN ON RHODE ISLAND DEPARTMENT OF TRANSPORTATION PLAT #2510, THENCE;

ALONG SAID FREEWAY LINE, NORTH 13 DEGREES - 26 MINUTES - 46 SECONDS EAST, A DISTANCE OF 82.72 FEET TO A POINT, THENCE; THE FOLLOWING THREE (3) COURSES ALONG LANDS NOW OR FORMERLY OF THE STATE OF RHODE ISLAND; THENCE;

NORTH 42 DEGREES - 30 MINUTES - 20 SECONDS EAST, A DISTANCE OF 145.49 FEET TO A POINT, THENCE;

NORTH 47 DEGREES - 29 MINUTES - 40 SECONDS WEST, A DISTANCE OF 12.76 FEET TO A POINT, THENCE;

NORTH 42 DEGREES - 27 MINUTES - 16 SECONDS EAST, A DISTANCE OF 269.13 FEET TO A POINT ON THE SOUTHWESTERLY SIDELINE OF PROVIDENCE PLACE, THENCE;

ALONG THE SOUTHWESTERLY SIDELINE OF PROVIDENCE PLACE, SOUTH 58 DEGREES - 28 MINUTES - 06 SECONDS EAST, A DISTANCE OF 471.18 FEET TO A POINT, THENCE;

STILL ALONG THE SOUTHWESTERLY SIDELINE OF PROVIDENCE PLACE, SOUTH 51 DEGREES - 50 MINUTES - 25 SECONDS EAST, A DISTANCE OF 138.58 FEET TO A POINT, THENCE; AND

ALONG THE DIVIDING LINE BETWEEN LOT 367 AND 368, ASSESSOR'S PLAT 26, SOUTH 21 DEGREES - 49 MINUTES - 03 SECONDS WEST, A DISTANCE OF 144.21 FEET TO THE POINT AND PLACE OF BEGINNING.

CONTAINING 205,681 SQUARE FEET OF LAND OR 4.722 ACRES.

TOGETHER WITH a nonexclusive easement on, over and across a portion of Assessor's Plat 26, Lot 369, pursuant to that certain Access Easement Agreement by and between Kinsley Harris II LLC and Jefferson and Providence Place Apartments, L.P., dated as of December 21, 2001 and recorded on December 21, 2001, in Book 4956 at Page 274 of the Land Evidence Records for the City of Providence, Rhode Island

The purpose of this deed is to merge the fee simple to the ground and the leasehold to the buildings such as the resultant ownership of both the ground and the buildings vest in Athena Providence Place (Leasehold), LLC. A termination of lease shall be recorded contemporaneously herewith.

Subject to taxes assessed December 31, 2007.

Grantor has applied for a Discharge of the Lien imposed by RIGL 44-30-71.3

NO DOCUMENTARY STAMPS ARE REQUIRED

IN WITNESS WHEREOF, this nd22 day of January, 2008.

ATHENA PROVIDENCE PLACE (GROUND), LLC

Frederick Vincent
Frederick Vincent, Authorized Agent

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on the nd22 day of January, 2008, before me personally appeared Frederick Vincent, to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument, by him executed, to be his individual free act and deed and the free act and deed of Athena Providence Place (Ground), LLC in his aforesaid capacity.

Notary Public:
My Commission Expires:

MARC B. GERTSACOV
NOTARY PUBLIC
STATE OF RHODE ISLAND
MY COMMISSION EXPIRES APR 16, 2008

FOR REFERENCE ONLY:
ASSESSOR'S PLAT 26, LOT 367

RECEIVED:

Providence
Received for Record
Jan 23, 2008 at 12:58:26P
Document Num: 00001706
John A Murphy
Recorder of Deeds

TERMINATION OF GROUND LEASE

The undersigned parties, for good consideration paid and hereby acknowledge and received, hereby terminate that Ground Lease by and between Athena Providence Place (Ground), LLC, as Lessor, by virtue of an Assignment and Assumption of Ground Lease and Memorandum of Ground Lease recorded in Book 7769 at Page 91 in the Providence Land Evidence Records and Athena Providence Place (Leasehold), LLC, as Lessee, by virtue of an Assignment and Assumption of Ground Lease recorded in Book 7769 at Page 99 and further release each party from any and all further obligations regarding such Ground Lease.

The purpose of this Termination of Ground Lease along with the Quit Claim Deed for the leased ground from Athena Providence Place (Ground), LLC, as Grantor, to Athena Providence Place (Leasehold), LLC, as Grantee, recorded contemporaneously herewith shall merge the fee simple ownership to the ground and the leasehold of the buildings such as the resultant ownership of both the ground and the buildings vest in Athena Providence Place (Leasehold), LLC.

Athena Providence Place (Ground), LLC

Athena Providence Place (Leasehold), LLC

By: Frederick Vincent
Frederick Vincent, its authorized agent

By: Frederick Vincent
Frederick Vincent, its authorized agent

STATE OF RHODE ISLAND
COUNTY OF PROVIDENCE

In Providence, on the 22nd day of January, 2008, before me personally appeared Frederick Vincent, to me known and known by me to be the party executing the foregoing instrument, and he acknowledged said instrument, by him executed, to be his individual free act and deed and the free act and deed of Athena Providence Place (Ground), LLC and Athena Providence Place (Leasehold), LLC in his aforesaid capacities.

RECEIVED:

Providence
Received for Record
Jan 23 2008 at 12:59:40P
Document No: 00001707
John A. Burke
Recorder of Deeds

Notary Public:
My Commission Expires:

M. Gertsacov
MARC B. GERTSACOV
NOTARY PUBLIC
STATE OF RHODE ISLAND
MY COMMISSION EXPIRES APRIL 18, 2009

**FIRST MORTGAGEE'S CONSENT TO FILING AMENDMENTS
TO THE DECLARATION OF CONDOMINIUM FOR THE 903
CONDOMINIUM TO INCLUDE ADDITIONAL REAL ESTATE
AND TO CONVERT ALL UNITS TO THE FEE SIMPLE FORM
OF OWNERSHIP**

The undersigned, first lien holder of Condominium Units, which are depicted on Exhibit 1, attached hereto and incorporated herein, of The 903 Condominium, located in Providence, Rhode Island, by evidence of its signature below, hereby grant consent to allow the Declarant to amend the Declaration of Condominium to include additional real estate to the Condominium (now the ground owned by Athena Providence Place (Ground), LLC) and to convert all Units to the Fee Simple form of ownership.

Further, the undersigned understands that several amendments will be recorded in the City of Providence and further consent shall not be required for the purpose of accomplishing the aforementioned in accordance with RIGL 34-36.1-1 et seq.

Witness this 8th day of August, 2007

Mortgagee:

Witness:

By: Crystal A. Carter-Rhodes
Print Name: Crystal A. Carter-Rhodes
Title: Assistant Vice President

STATE OF Ohio
COUNTY OF Montgomery

In TCM, on the 8th day of Aug, 2007, before me personally appeared Crystal A. Carter-Rhodes AVP, as AVP AVP of TCM TCM before me, known and known by me to be the executing the foregoing instrument and he/she acknowledged said instrument by him/her executed to be his/her free act and deed and the free act and deed of TCM in his/her aforesaid capacity.



MARGARET E. DURHAM, Notary Public
In and for the State of Ohio
My Commission Expires 5-4-09

Margaret E. Durham
Notary Public