

Interim Loans, Development Loans, Construction Loans, First Mortgage Loans, Junior Mortgage Loans, Wrap-Around Mortgage Loans and Equity Investments in Real Property (including, but not limited to, land leasebacks and leasehold mortgage loans, net lease financings and sale and leaseback transactions).

(y) *REIT Provisions of the Internal Revenue Code.* "REIT Provisions of the Internal Revenue Code" shall mean Part II, Subchapter M of Chapter 1, of the Internal Revenue Code of 1954, as now enacted or hereafter amended, or successor statutes and regulations promulgated thereunder.

(z) *Securities.* "Securities" shall mean any stock, shares, voting trust certificates, bonds, debentures, notes, or other evidences of indebtedness, or in general any instruments commonly known as "securities" or any certificates of interest, shares or participations in temporary or interim certificates for, receipts for, guarantees of, or warrants, options or rights to subscribe to, purchase or acquire any of the foregoing.

(aa) *Senior Participation.* "Senior Participation" shall mean a participation or interest which shall have been sold by the Trust in a Mortgage Loan, on terms and conditions satisfactory to the Trustees, pursuant to which the participation sold takes priority or precedence as to charges and liens upon the mortgaged property and satisfaction out of the proceeds of any sale over the junior portion of the Mortgage Loan retained by the Trust; provided, however, that a participation sold in a Mortgage Loan shall not be deemed to be a Senior Participation as such term is used in this Declaration unless such Mortgage Loan, considered as a single Mortgage Loan including the junior portion retained by the Trust, would satisfy all of the requirements relating to the investment by the Trust in a First Mortgage Loan.

(bb) *Shares.* "Shares" shall mean the shares of beneficial interest of the Trust as described in Section 6.1.

(cc) *Shareholders.* "Shareholders" shall mean, as of any particular time, all holders of record of outstanding Shares at such time.

(dd) *Total Assets of the Trust.* "Total Assets of the Trust" shall mean the value of all the assets of the Trust Estate as such value appears on the most recent quarterly balance sheet of the Trust available to the Trustees.

(ee) *Trust.* "Trust" shall mean the Trust created by this Declaration.

(ff) *Trustees.* "Trustees" shall mean, as of any particular time, Trustees holding office under this Declaration at such time, whether they be the Trustees named herein or additional or successor Trustees, and shall not include the officers, representatives or agents of the Trust, or the Shareholders, but nothing herein shall be deemed to preclude the Trustees from also serving as officers, representatives, or agents of the Trust, or owning Shares.

(gg) *Trust Estate.* "Trust Estate" shall mean, as of any particular time, any and all property, real, personal, or otherwise, tangible or intangible, which is owned or held by the Trust or the Trustees, including, but not limited to, property which is transferred, conveyed or paid to the Trust or Trustees, and all rents, income, profits and gains therefrom.

(hh) *Trustees' Regulations.* "Trustees' Regulations" shall have the meaning set forth in Section 3.3.

(ii) *Wrap-Around Mortgage Loans.* "Wrap-Around Mortgage Loans" shall mean Mortgage Loans which are subject to prior First Mortgages (which have been created prior to or simultaneously with the creation of the Wrap-Around Mortgage Loan) and are made on the basis of the current values of the mortgaged properties without regard to and without discharging the prior First Mortgages; provided, however, that a Mortgage Loan shall not be included in the term Wrap-Around Mortgage Loan for purposes of this Declaration unless the indebtedness evidenced by the Wrap-Around Mortgage Loan when added to the indebtedness evidenced by the prior First Mortgage and considered as a single First Mortgage Loan would comply in all respects with the requirements relating to an investment by the Trust in such a First Mortgage Loan.

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