

SCHEDULE D

- I. The amount of principal indebtedness to be paid relative to the affected Property to the holder of the Partnership Note in case of a partial prepayment thereof pursuant to Section 9.1, 9.2(c) (release payment), 9.3 or 9.4 (if the award exceeds the amount determined hereunder) hereof shall be determined by the following formula:

$$PP = UI \times \frac{(POI - CPP)}{(TOPI - ACPP)}$$

- II. The amount of the principal indebtedness to be prorated and paid relative to each remaining Property to the holder of the Partnership Note in case of a partial prepayment thereof pursuant to Section 9.2(b) or in case of an excess after a partial prepayment pursuant to Sections 9.2(c), 9.3 or 9.4 and applied under I above shall be determined by the following formula:

$$PR = (APP - PP) \times \frac{(POI - CPP)}{(TOPI - ACPP)}$$

where

PP = principal indebtedness to be paid as to the Property;

PR = the pro rata principal indebtedness to be paid as to each remaining Property;

APP = aggregate principal prepayment;

UI = the aggregate of the then unpaid indebtedness under the Partnership Note;

POI = original indebtedness amount attributable on Schedule C to the Property;

CPP = aggregate of all previous partial prepayments made relative to the Property;

TPOI = aggregate of original principal indebtedness of the Partnership Note less the original indebtedness amount attributable under Schedule C hereof to the properties previously released from the deeds of trust or mortgages securing the Partnership Note;

ACPP = aggregate of all previous partial prepayments made relative to all properties covered by deeds of trust securing the Partnership Note.