

GROUND LESSOR ESTOPPEL CERTIFICATE

_____, 2012

To: THE YOUNG MEN'S CHRISTIAN ASSOCIATION OF CENTRAL OHIO,
its successors and assigns (collectively, the "Ground Lessee")

And To: FIRSTMERIT BANK, N.A. (the "Lender")

From: CITY OF GAHANNA, OHIO (the "Ground Lessor")

Property: See Exhibit "A" attached

Ground Lease: Dated: February 22, 2002

Memorandum Recorded: May 7, 2002 as Instrument Number
200205070114132, Recorder's Office, Franklin County, Ohio

The property subject to the Ground Lease is referred to as the "Property"

Ladies and Gentlemen:

As the owner of the fee simple title to the Property and holder of the lessor's interest under the above-referenced Ground Lease, the undersigned Ground Lessor hereby represents to you that as of the date hereof:

1. The Ground Lease constitutes the entire agreement between the Ground Lessor and the Ground Lessee and the Ground Lessor is the current landlord under the Ground Lease.

2. The Ground Lease is in full force and effect and has not been modified, changed, altered or amended in any respect. All contingencies to the effectiveness of the Ground Lease have been satisfied or waived.

3. Ground Lessee is entitled to mortgage and assign its interest in the Ground Lease to Lender.

4. Neither the Ground Lessor nor the Ground Lessee has commenced any action or given or received any notice for the purpose of terminating the Ground Lease, nor does the Ground Lessor have any right to terminate the Ground Lease, except upon the terms specifically set forth in the Ground Lease.

5. The Ground Lessor has not mortgaged, assigned or hypothecated or otherwise transferred or encumbered all or any portion of the Ground Lessor's interest in the Premises or in the Ground Lease.

6. All of the Ground Lessee's obligations which have accrued prior to the date hereof have been performed. Neither the Ground Lessor nor the Ground Lessee is in default under any of the terms, covenants or provision of the Ground Lease, and the Ground Lessor knows of no event, circumstances or condition which, but for the passage of time or the giving of notice, or both, would give rise to any obligation on the part of the Ground Lessor or the Ground Lessee which, if not performed, would constitute a default or an event of default under the Ground Lease by the Ground Lessee or the Ground Lessor thereunder, or would constitute a defense to the enforcement of the Ground Lease by the Ground Lessee, or would otherwise constitute the basis for a claim or cause of action against the Ground Lessee.

7. The Ground Lessor shall give the Lender prompt written notice of any default by the Ground Lessee under the Ground Lease.

8. All notices and other communications from Lender to Ground Lessor shall be addressed to Ground Lessor at:

City of Gahanna, Ohio
200 South Hamilton Road
Gahanna, Ohio 43230

9. All notices and other communications from the Ground Lessor to the Lender shall be addressed to the Lender at:

FirstMerit Bank, N.A.
111 W. Rich Street, Suite 550
Columbus, Ohio 43215
Facsimile No.: (614) 545-2779
Telephone No.: (614) 545-2773
Attention: Mary L. Patton, Senior Vice President

or such other addresses that the Lender shall furnish to the Ground Lessor in writing.

10. The Ground Lessor acknowledges that the parties named herein are relying upon this estoppel certificate and the accuracy of the information contained herein in making a loan secured by the Ground Lessee's interest in the Premises and the improvements thereon.

Very truly yours,

CITY OF GAHANNA, OHIO

By: _____
Name: _____
Title: _____

167106

STATE OF OHIO :
: SS:
COUNTY OF FRANKLIN :

The foregoing instrument was acknowledged before me this _____ day of _____, 2012, by _____, the _____ of the City of Gahanna, Ohio, a municipal corporation.

Notary Public

Commission _____
Expiration: _____

This instrument prepared by:

Marc T. Kamer, Esq.
Peck, Shaffer & Williams LLP
65 East State Street, Suite 500
Columbus, Ohio 43215

EXHIBIT "A"

Situated in the City of Gahanna, County of Franklin and State of Ohio:

And known as being located in Quarter Township 2, Township 1, Range 16, United States Military Lands and being all of those tracts as conveyed to the City of Gahanna by deeds of record in Instrument No. 199907220186088 and Instrument No. 199907220186091 (all references refer to the records of the Recorder's Office, Franklin County, Ohio) and described as follows:

Beginning, for reference, at a railroad spike found at the centerline intersection of Beecher Road and Columbus-Millersburg Road (Johnstown Road), (U.S. Route 62);

Thence with the centerline of said Johnstown Road, the following courses and distances:

North 36 deg. 35' 59" East, a distance of 446.19 feet to a railroad spike found;

North 41 deg. 25' 33" East, a distance of 254.68 feet to a railroad spike found;

North 48 deg. 42' 39" East, a distance of 125.65 feet to a railroad spike found;

North 50 deg. 05' 49" East, a distance of 66.29 feet to a railroad spike found;

North 50 deg. 17' 59" East, a distance of 165.01 feet to a railroad spike found; and

North 50 deg. 42' 58" East, a distance of 159.54 feet to a mag nail set at the Southeasterly corner of that 0.401 acre tract as conveyed to Virgie A. Evangelista, Trust by deed of record in Official Record 3794C08, and being the true point of beginning;

Thence North 14 deg. 28' 20" West, with the Northeasterly line of said 0.401 acre tract, a distance of 62.34 feet to an iron pin set at the Northeasterly corner of said 0.401 acre tract;

Thence North 85 deg. 32' 45" West, with the Northerly line of said 0.401 acre tract, and the Northerly line of Parcels I and II as conveyed to Canini and Pellecchia, Inc. by deed of record in Instrument No. 200007210144967, (passing iron pins found at 153.15 and 457.96 feet), a distance of 740.13 feet to an iron pin found at the Southeasterly corner of that 3.80 acre tract as conveyed to Stonehenge Company by deed of record in Instrument No. 200004250080281;

Thence North 03 deg. 37' 58" East, with the Easterly line of said 3.80 acre tract and the Easterly line of those 7.74 and 2.48 acre tracts as conveyed to Stonehenge Company by deeds of record in Instrument No. 200003010041021 and Instrument No. 200109200217252, respectively, (passing iron pins found at 158.61, 332.80, and 595.53 feet), a distance of 760.37 feet to an iron pin found at the Southwesterly corner of that 5.59 acre tract as conveyed to Mohammed R. and Nayyar F. Shareef by deed of record in Official Record 16118G13;

Thence South 82 deg. 42' 41" East, with the Southerly line of said 5.59 acre tract, a distance of 369.54 feet to an iron pin found at a Northwesterly corner of that 5.04 acre tract as conveyed to Mark D. and Sharon J. Herman by deed of record in Official Record 8610G10;

Thence South 03 deg. 25' 26" West, with the Westerly line of said 5.04 acre tract, a distance of 238.06 feet to an iron pin found at the Southwesterly corner of said 5.04 acre tract;

Thence South 87 deg. 11' 07" East, with the Southerly line of said 5.04 acre tract, a distance of 482.79 feet to an iron pin found in the Westerly line of that 4.252 acre tract as conveyed to Walter H. Wilke, Sr. by deed of record in Deed Book 3431, Page 558, being the Southeasterly corner of said 5.04 acre tract;

Thence South 08 deg. 13' 50" East, with the Westerly line of said 4.252 acre tract and the Westerly line of that 0.146 acre tract as conveyed to the City of Gahanna by deed of record in Instrument No. 199901050002866, being across said Johnstown Road, a distance of 454.63 feet to an iron pin found in the old centerline of said Johnstown Road, being the Southwesterly corner of said 0.146 acre tract;

Thence South 55 deg. 40' 35" West, with the old centerline of said Johnstown Road, a distance of 118.59 feet to an iron pin set in the Northerly line of that 5.00 acre tract as conveyed to Douglas E. Sager by deed of record in Official Record 2091A20;

Thence North 85 deg. 32' 45" West, with the Northerly line of said 5.00 acre tract, a distance of 30.47 feet to a mag nail set in the existing centerline of said Johnstown Road, being the Northwesterly corner of said 5.00 acre tract;

Thence South 50 deg. 42' 58" West, with said existing centerline, a distance of 85.30 feet to the true point of beginning and containing 12.646 acres of land, more or less.

Subject, however, to all legal right-of-ways and/or easements, if any, of previous record.

Iron pin set, where indicated are 13/16 inch diameter, 30 inches long with a plastic plug placed in the top bearing the initials EMHT INC.

Bearings are based on the Ohio State Plane Coordinate System as per NAD83. Control for bearings was from North 88 deg. 02' 16" East, established by the Franklin County Engineering Department, using Global Positioning System procedures and equipment.

THE ABOVE PARCEL IS ALSO KNOWN AS BEING DESCRIBED AS THE FOLLOWING PARCELS 1A THROUGH 1G:

PARCEL 1A:

Situated in the City of Gahanna, County of Franklin and State of Ohio:

And known as being a 5.02 acre tract out of a 20.627 acre tract situated in Lot 1, Section 2, Township 1 North, Range 17 West, USML, Jefferson Township, Franklin County, Ohio as the 20.627 acre tract is recorded in Deed Volume 3285, Page 424 and said 5.02 acres is more particularly described as follows:

Beginning, for reference, at an iron pin marking the Southwest corner of the said 20.627 acre tract;

Thence North 0 deg. 54' West, 158.58 feet, with the West line of the said 20.627 acre tract, to an iron pin, marking the principal place of beginning of the 5.02 acre tract;

Thence continuing North 0 deg. 54' West, 602.07 feet, with the West line of the said 20.627 acre tract, to an iron pin;

Thence South 87 deg. 0' East, 370.00 feet to a point;

Thence South 0 deg. 58' 48" East, 582.29 feet to a point;

Thence South 89 deg. 56' West, 370.00 feet to the iron pin marking the principal place of beginning and thus containing 5.02 acres more or less.

Also the centerline of a 30 foot wide easement for ingress and egress to the above described 5.02 acre tract;

Beginning at a point South 0 deg. 58' 48" East, 50.00 feet from the Northeast corner of and in the East line of the above described 5.02 acre tract;

Said point is also the radius of a 50 foot turn around circle;

Thence North 0 deg. 58' 48" West, 50.00 feet, with the East line of the said 5.02 acre tract, to a point at the Northeast corner of the said 5.02 acre tract;

Thence South 87 deg. 00' East, 100.00 feet to a point;

Thence North 77 deg. 00' East approximately 95.0 feet to the terminus point of the said 30 foot wide easement.

This description prepared by M.W. Hugus - Reg. Sur. No. 4842.

PARCEL 1B:

Situated in the City of Gahanna, County of Franklin and State of Ohio:

And known as being a 1.510 acre tract out of a 5.023 acre tract, which is out of a 20.627 acre tract and being in Lot 1, Section 2, Township 1, Range 16, USML, Jefferson Township, Franklin

County, Ohio as the said 20.627 acre tract is recorded in Deed Volume 3285, Pages 424-425 and the said 1.510 acre tract is more particularly described as follows:

Beginning, for reference, at a point marking the Southeast corner of the said 20.627 acre tract;

Thence North 12 deg. 40' West, 455.00 feet, with the East line of the 5.023 and 20.627 acre tract to a point;

Thence South 88 deg. 13' 0" West, 61.10 feet, with the North line of the said 5.023 acre tract, to a point marking the principle place of beginning of the 1.510 acre tract to be described;

Thence continuing South 88 deg. 13' 0" West, 422.83 feet, with the North line of the said 5.023 acre tract, to a point;

Thence South 0 deg. 58' 48" East, 150.00 feet, with the East line of a 5.02 acre tract, to a point;

Thence North 88 deg. 14' 55" East, 453.10 feet to a point in the Westerly line of a 0.8735 acre tract;

Thence North 12 deg. 40' West, 153.00 feet, with the line common to a 0.8735 acre tract, to a point marking the principle place of beginning and thus containing 1.510 acres more or less.

This description prepared by M.W. Hugus - Reg. Sur. No. 4842.

PARCEL 1C:

Situated in the City of Gahanna, County of Franklin and State of Ohio:

And known as being a 0.8735 acre tract (60 feet wide) for ingress and egress and being out of a 5.023 acre tract which is out of a 20.627 acre tract and being in Lot 1, Section 2, Township 1, Range 16, USM Lands, Jefferson Township, Franklin County, Ohio as the said 20.627 acre tract is recorded in Deed Volume 3285, Pages 424-425 and the 0.8735 acre tract is more particularly described as follows:

Beginning at a point marking the Southeast corner of the said 20.627 acre tract;

Thence South 51 deg. 11' West, 66.84 feet to a point;

Thence East 12 deg. 40' West, 496.00 feet, with a line common to a 1.825 acre tract and a 1.510 acre tract, to a point;

Thence North 88 deg. 13' 00" East, 61.10 feet to a point;

Thence South 12 deg. 40' East, 455.00 feet, with the East line of the said 20.627 acre tract, to the place of beginning and thus containing 0.8732 acres more or less.

This description prepared by M.W. Hugus - Reg. Sur. No. 4842.

PARCEL 1D:

Situated in the City of Gahanna, County of Franklin and State of Ohio:

And known as being a 2.408 acre tract out of a 20.627 acre tract and being part of Lot 1, Section 2, Township 1, Range 16, U.S.M. Lands, Jefferson Township, Franklin County, Ohio as said 20.627 acres is recorded in Deed Volume 3285, Pages 424-425 and said 2.408 acre tract is more particularly described as follows:

Beginning at an iron pin marking the Southwest corner of the said 20.627 acre tract;

Thence North 0 deg. 54' West, 158.58 feet, with the West line of the said 20.627 acre tract, to an iron pin;

Thence North 89 deg. 56' East, 661.54 feet to a point;

Thence South 0 deg. 54' East, 158.58 feet to an iron pin, which is also marking the Southwest corner of a 0.191 acre tract and is also the Southeast corner of the said 20.627 acre tract;

Thence South 89 deg. 56' West, 661.54 feet, with the South line of Lot 1 and the 20.627 acre tract, to the iron pin marking the place of beginning and thus containing 2.408 acres more or less.

This description prepared by M.W. Hugus - Reg. Sur. No. 4842.

PARCEL 1E:

Situated in the City of Gahanna, County of Franklin and State of Ohio:

And known as being a 0.191 acre tract out of a 4.0 acre tract and being part of Lot 1, Section 2, Township 1, Range 16, USM Lands, Jefferson Township, Franklin County, Ohio as the said 4.0 acre tract is recorded in Deed Book 1771, Page 242 and said 0.191 acre tract to be described is more particularly described as follows:

Beginning at an iron pin marking the Southeast corner of said 20.627 acre tract as recorded in Deed Volume 3285, Pages 424-425;

Thence North 0 deg. 54' West, 158.58 feet, with the East line of the said 20.627 acre tract and a 2.408 acre tract, to a point;

Thence North 89 deg. 56' East, 26.73 feet to an iron pin;

Thence South 19 deg. 02' East, 167.66 feet to a point in the South line of Lot No. 1;

Thence South 89 deg. 56' West, 86.21 feet, with the South line of Lot No. 1, to the iron pin marking the place of beginning and thus containing 0.191 acres more or less.

This description prepared by M.W. Hugus - Reg. Sur. No. 4842.

PARCEL 1F:

Situated in the City of Gahanna, County of Franklin and State of Ohio:

And known as being a 1.895 acre tract out of a 5.023 acre tract which is out of a 20.627 acre tract and being in Lot 1, Section 2, Township 1, Range 16, USM Lands, Jefferson Township, Franklin County, Ohio as the said 20.627 acre tract is recorded in Deed Volume 3285, Pages 424-425 and the said 1.895 acre tract is more particularly described as follows:

Beginning, for reference, at a point marking the Southeast corner of the said 20.627 acre tract;

Thence South 51 deg. 11' West, 66.84 feet to a point marking the principle place of beginning of the said 1.895 acre tract to be described;

Thence continuing South 51 deg. 11' West, 52.06 feet to a point;

Thence South 89 deg. 56' West, 10.23 feet to a point;

Thence North 12 deg. 40' West, 220.00 feet, with a line common to a 0.960 acre tract, to a point;

Thence South 88 deg. 30' 14" West, 426.67 feet, with a line common to a 0.960 acre tract, to a point;

Thence North 0 deg. 58' 48" West, 150.00 feet, with a line common to a 5.02 acre tract, to a point;

Thence North 88 deg. 14' 55" East, 453.10 feet, with a line common to a 1.510 acre tract, to a point;

Thence South 12 deg. 40' East, 343.00 feet, with a line common to a 0.8735 acre tract, to a point marking the principle place of beginning and thus containing 1.895 acres more or less.

This description prepared by M.W. Hugus - Reg. Sur. No. 4842.

PARCEL 1G:

Situated in the City of Gahanna, County of Franklin and State of Ohio:

And known as being a 0.960 acre tract out of a 5.023 acre tract which is out of a 20.627 acre tract and being in Lot 1, Section 2, Township 1, Range 16, USM Lands, Jefferson Township, Franklin

County, Ohio as the said 20.627 acre tract is recorded in Deed Volume 3285, Pages 424-425 and said 0.960 acre tract is more particularly described as follows:

Beginning, for reference, at a point marking the Southeast corner of the said 20.627 acre tract;

Thence South 51 deg. 11' West, 118.90 feet to a point;

Thence South 89 deg. 56' West, 10.23 feet to a point marking the principal place of beginning of the 0.960 acre tract to be described;

Thence continuing South 89 deg. 56' West, 21.87 feet to a point;

Thence South 45 deg. 55' West, 83.40 feet to a point;

Thence North 19 deg. 02' West, 229.40 feet, with the East line common to a .401 and a .191 acre tract, to a point;

Thence South 89 deg. 56' West, 317.88 feet to a point;

Thence North 0 deg. 58' 48" West, 45.0 feet, with a line common to a 5.02 acre tract, to a point;

Thence North 88 deg. 30' 14" East, 426.67 feet, with a line common to a 1.895 acre tract, to a point;

Thence South 12 deg. 40' East, 220.00 feet, with a line common to a 1.895 acre tract, to a point marking the principle place of beginning and thus containing 0.960 acres more or less.

This description prepared by M.W. Hugus - Reg. Sur. No. 4842.