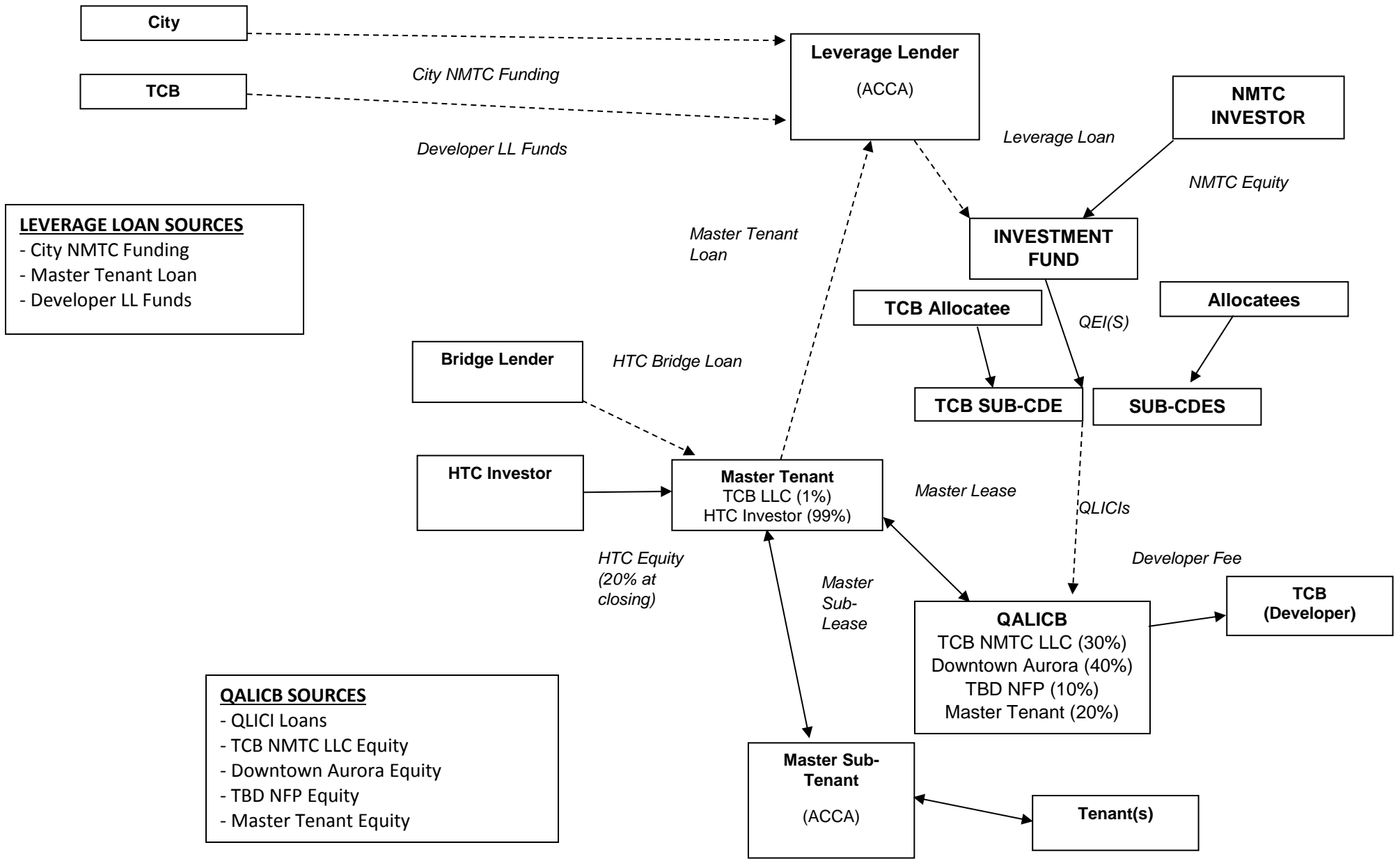


EXHIBIT D: NMTC CHART



* Terms used in Exhibit B but not defined in Exhibit C are defined in the body of the Agreement.

EXHIBIT E: Unwind Process

- **Allocatees:** to be determined entities, other than TCB Allocatee, which have received an allocation of NMTC authority from the Community Development Financial Institutions Fund (“CDFI Fund”); the managing members of the Sub-CDEs.
- **Developer Fee:** fee paid by the QALICB to TCB for its performance of certain development services.
- **HTC Bridge Lender:** entity that provides the HTC Bridge Loan.
- **HTC Bridge Loan:** loan from the HTC Bridge Lender to the Master Tenant which bridges the 80% of HTC Equity unavailable at closing.
- **HTC Equity:** equity provided by the HTC Investor to the Master Tenant as the 99% member of the Master Tenant, 20% of which equity will be contributed to the Master Tenant at the time of closing.
- **HTC Investor:** entity that is the 99% member of the Master Tenant and provides the HTC Equity in exchange for the allocation of Historic Tax Credits by the Master Tenant.
- **Investment Fund:** single purpose entity owned by the NMTC Investor; the 99.99% investor member in each of the Sub-CDE.
- **Leverage Lender:** entity making the Leverage Loan to the Investment Fund.
- **Master Lease:** a 19 year, triple net lease with guaranteed lease payments between the QALICB and the Master Tenant; passes through the Historic Tax Credits from the QALICB to the Master Tenant.
- **Master Tenant:** limited liability company with TCB HTC LLC as its 1% managing member and the HTC investor as its 99% investor member.
- **Master Sub-Tenant:** ACCA in its role as the tenant under the Master Sub-Tenant Lease and landlord under the Commercial Leases.
- **NMTC Equity:** the equity provided to the Investment Fund by the NMTC Investor which the Investment Fund will use to make a portion of the QEIs in the Sub-CDEs.
- **NMTC Investor:** entity that provides the NMTC equity in exchange for the ability to use the New Markets Tax Credits allocated to it as a result of its membership in the Investment.
- **QALICB:** Qualified Active Low-Income Community Business as defined in Section 45D of the Internal Revenue Code of 1986 (the “Code”); a limited liability company with TCB NMTC LLC, Master Tenant, Downtown Aurora and TBD NFP as its members.
- **QEI(s):** Qualified Equity Investments (as defined in the Code); Investment Fund’s investment as the 99.99% member of the TCB Sub-CDE and Sub-CDEs.
- **QLICI(s):** Qualified Low Income Community Investments (as defined in the Code); loans made by the TCB Sub-CDE and Sub-CDEs to the QALICB for the construction and development of the Project.
- **Sub-CDEs:** affiliate of one of the Allocatees to which such Allocatee allocates a portion of any NMTC authority allocated to such Allocatee by the CDFI Fund; composed of such Allocatee as the 0.01% managing member and the Investment Fund as the 99.99% investor member.
- **TBD NFP:** a not-for-profit entity to be identified by TCB, but unrelated to TCB.
- **TCB:** The Community Builders, Inc., a Massachusetts nonprofit corporation or its affiliate.
- **TCB HTC LLC:** single member limited liability company affiliate of TCB that will serve as the 1% managing member of the Master Tenant.
- **TCB Allocatee:** an affiliate of TCB which may receive an allocation of NMTC authority from the CDFI Fund; the managing member of TCB Sub-CDE.
- **TCB NMTC LLC:** single member limited liability company affiliate of TCB that is as a 30% member of the QALICB.
- **TCB Sub-CDE:** an affiliate of TCB and TCB Allocatee to which TCB Allocatee may allocate a portion of any NMTC authority allocated to TCB Allocatee by the CDFI Fund; composed of TCB Allocatee as the 0.01% managing member and the Investment Fund as the 99.99% investor member.

EXHIBIT E: Unwind Process

- HTC Investor, at its sole option, exercises its “Put” right and transfers its interest in the Master Tenant to ACCA. [Note: this can occur as early as 5 years from closing while the other steps below would not occur until at least 7 years from closing]
- TCB donates its managing member interest in the Master Tenant to ACCA
- Master Tenant Loan is cancelled by operation of law (i.e. ACCA becomes the 100% member of the Master Tenant, its lender)
- NMTC Investor, at its sole option exercises its “Put” right and transfers its interest in the Investment Fund to ACCA or, if the NMTC Investor does not exercise such right, ACCA exercises its “Call” right and NMTC Investor transfers its interest in the Investment Fund to ACCA
- Leverage Loan is cancelled by operation of law (i.e. ACCA becomes the 100% member of the Investment Fund, its borrower)
- ACCA, as the 100% member of the Investment Fund, redeems its interest in the TCB Sub-CDE and Sub-CDEs in exchange for the QLICI Loans
- ACCA and QALICB may agree once the above steps have taken place for the QALICB to transfer the Project to ACCA in exchange for promissory notes governing the QLICI Loans. To the extent, this step does not take place but that the other steps have taken place, ACCA could exercise its right under a Purchase Option executed at closing to purchase the Project from the QALICB for the fair market value of the Project; provided that to the extent the fair market value of the Project is less than the outstanding debt owed by the QALICB on the Project ACCA may assume such debt in exchange for receiving fee title to the Project.