

# **EXHIBIT "J"**

## EXHIBIT "J"

Purchaser's Closing Certifications

The undersigned, **FPG COBBLE HILL ACQUISITIONS, LLC**, a Delaware limited liability company, being the "**Purchaser**" under that certain Purchase and Sale Agreement effective June 30, 2014, between Purchaser, **DOWNSTATE AT LICH HOLDING COMPANY, INC.**, a New York not-for-profit corporation, as "**Seller**", **NYU HOSPITALS CENTER**, a New York not-for-profit corporation, as "**NYUHC**," and for certain purposes **FORTIS PROPERTY GROUP, LLC**, a Delaware a limited liability company, as "**Fortis**" (the "**Agreement**"), hereby delivers this Certification pursuant to Section 8.5 and either Section 13.1(a) or Section 13.2(a), as applicable, of the Agreement. Capitalized terms used herein and not otherwise defined shall have the meanings given thereto in the Agreement.

The undersigned hereby certifies to Seller that Purchaser's representations and warranties in Sections 8.1 and 8.2 of the Agreement remain true and correct in all material respects as of the date hereof, unless and to the extent otherwise noted in Schedule "1" attached hereto (the undersigned certifying that any such noted exceptions shall not constitute a breach in any material respect of Purchaser's pre-Closing obligations and shall not cause a material adverse effect on the ability of Purchaser, Seller and NYUHC to consummate the Initial Closing or the ability of Purchaser and Seller to consummate the Final Closing, as applicable). To the extent any of such representations and warranties were made to Purchaser's knowledge, this Certification by the undersigned shall be similarly qualified as to such representations and warranties.

The undersigned further restates and confirms in their entirety the provisions of Section 9 of the Agreement, each of which remains in full force and effect on, and as of, the date hereof, and shall continue in full force and effect from and after the date hereof.

IN WITNESS WHEREOF, the undersigned has executed and delivered this Certification as of the \_\_\_\_ day of \_\_\_\_\_, 2014.

**FPG COBBLE HILL ACQUISITIONS,  
LLC**, a Delaware limited liability company

By: \_\_\_\_\_  
Name:  
Title:

**Exhibit "1"**  
**to**  
**Purchaser's Closing Certification**