

EXHIBIT "W"

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Form of SPE Acknowledgment and Agreement

The undersigned, _____, a _____, being an assignee "**SPE**" under that certain Purchase and Sale Agreement effective June 30, 2014, between **FPG COBBLE HILL ACQUISITIONS, LLC**, a Delaware limited liability company, as "**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 and for certain limited purposes **FORTIS PROPERTY GROUP, LLC**, a Delaware limited liability company (the "**Agreement**"), hereby delivers this acknowledgement and agreement pursuant to Section 20.2(c) of the Agreement. Capitalized terms used herein and not otherwise defined shall have the meanings given thereto in the Agreement.

In partial consideration of those rights and benefits received by SPE as an assignee of all or a portion of Purchaser's rights under the Agreement, SPE hereby:

- (a) represents to Seller and to Seller's successors and assigns that SPE has read and fully understands the provisions of the Declaration of Covenants and Restrictions that apply to the part of the Premises being acquired by SPE;
- (b) acknowledges Purchaser's obligations under such Declaration of Covenants and Restrictions and agrees to comply fully with and be bound by the provisions thereof.

IN WITNESS WHEREOF, the undersigned has executed and delivered this acknowledgement and agreement as of the ____ day of _____, 2014.

[_____,
a _____]

By: _____

Name:

Title: