

TRIPARTITE AGREEMENT (REFINANCING)

AURORA

THIS AGREEMENT made the ____ day of _____, 20__.

BETWEEN:

(the "Lessee")

AND:

(the "Mortgagee")

AND:

SIMON FRASER UNIVERSITY, a British Columbia University created pursuant to the University Act, and having an office at 8888 University Drive, Burnaby, British Columbia, V5A 1S6

WHEREAS: (the "University")

- A. By a ground lease (the "Ground Lease") registered in the Lower Mainland Land Title Office on November 23, 2004 under registration number BW533292, on the terms and conditions therein contained, the University, as lessor, did demise ~~and~~ to Polygon Aurora Tower Ltd. (the "Developer"), as lessee, those lands in the Province of British Columbia, more particularly known and described as:

Lot 5
District Lot 102
Group 1
New Westminster District
Plan BCP3161

(the "Lands");

2. The Lessee acknowledges and represents to the Mortgagee that it has entered into possession of the Leased Premises pursuant to the terms of the Lease.
3. The University covenants and agrees to grant and provide to the Mortgagee all rights, assurance and notice afforded under the terms of the Lease to a "Mortgagee", as defined in the Lease, and, without limiting the generality of the foregoing, all remedies afforded a "Mortgagee" under the Lease.
4. The University and the Lessee mutually covenant and agree, at any time and from time to time, upon not less than thirty (30) days prior request by the Mortgagee, to execute, acknowledge and deliver to the Mortgagee a statement in writing certifying that:
 - (a) the Lease is unmodified and in full force and effect or if there have been modifications that same is in full force and effect as modified and identifying the modifications;
 - (b) the dates to which the rent and other charges payable under the Lease have been

11. This Agreement shall enure to the benefit of and shall be binding upon the parties hereto, and their respective successors and assigns.

IN WITNESS WHEREOF this Agreement has been executed on the day, month and year first above written.

SIGNED, SEALED AND DELIVERED by _____)
_____ and _____)
in the presence of: _____)
_____)
Signature _____)
_____)
Print Name _____)
_____)
Address _____)
_____)
Occupation _____)
(witnessas to all signatures)

Print Name

Print Name

By: _____)
Name: _____)
Title: _____)
By: _____)
Name _____)
Title: _____)
_____)

SIMON FRASER UNIVERSITY _____)
By: _____)
Authorized Signatory _____)