

December 4, 2012

Mr. Ed Anzek, Director
Planning and Economic Development
City of Rochester Hills
1000 Rochester Hills Drive
Rochester Hills, MI 48309

Re: Potential Future Cross-Access Agreement at
Proposed Bank of America banking center located at the
Northwest Corner of Adams and Marketplace Circle

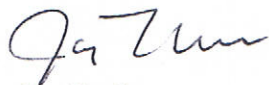
Dear Mr. Anzek:

As you requested, I am writing this letter to acknowledge that Bank of America, National Association, is aware that in connection with the construction of the above-referenced banking center, the City has requested that the Bank (and the owner of the property the Bank leases) enter into a cross-access easement with any future owner of the parcel to the North of the Bank parcel in order to allow traffic from Industrial Drive to access the proposed banking center. Such a cross-access easement will become necessary only if the parcel to the North is developed, with a commercial building located on it, in the future.

As indicated on our Civil Site Plan (C-1, dated 11/12/12), Bank of America is willing to enter into and record such a cross-access agreement in the event that the parcel to the North is developed in the future, provided that the agreement must be in form and substance acceptable to the Bank, to the owner of the Bank's leased parcel, and to the owner/developer of the property to the North.

If you have any questions concerning this matter, please contact me. Thank you for your continued support of this project.

Sincerely,



Jay Taylor
Senior Vice President