

**MEZZANINE ENDORSEMENT  
(Limited Liability Company)**

Attached to **EAGLE 9® UCC Insurance Policy No.** \_\_\_\_\_

**Issued By**

***First American Title Insurance Company***

The Company hereby confirms that the equity interest consisting of [insert specific description of equity interest involved, e.g., 100 % of the membership interest, 500 shares of the common stock, 100 % of the limited partnership interest] in [insert legal name of issuing entity, e.g., ABC LLC or XYZ, Inc.], a [insert jurisdiction of organization and type of organization, e.g., a Delaware limited liability company, a California corporation], issued and outstanding as of Date of Policy, and being pledged by [insert name of Debtor, e.g., XYZ, Inc.], a [insert jurisdiction of organization and type of organization if Insured is a registered organization], as [insert defined term in stock pledge/security/or other lien granting agreement, e.g., "Borrower"] in favor of [insert name of Lender, e.g., XYZ Bank, National Association, a national banking association], a [insert jurisdiction of organization and type of organization if Lender is an registered organization], as [insert defined term in stock pledge/security/or other lien granting agreement, e.g., "Lender"], pursuant to that certain [insert name of mezzanine loan agreement for mezzanine lender] dated as of \_\_\_\_\_, 200\_ between "Borrower" and "Lender" (the "Equity Interest"), is included within the Collateral that is covered by this policy.

The following Exclusions from Coverage do not apply to the Equity Interest:

- (a) Exclusion 1(a);
- (b) Exclusion 3(b);
- (c) Exclusion 4(b); and
- (d) Exclusion 5(h).

Insuring clause 5, as applied to the Equity Interest, is amended to read in its entirety as follows:

5. Any Purchaser of the Collateral Taking Free of the Insured Security Interest.

This endorsement is issued with the understanding that as of Date of Policy the Insured has had no Notice of any Adverse Claim (as such terms are defined by Sections 8-102(a)(1) and 8-105 of Article 8 of the Uniform Commercial Code) with respect to the Equity Interest.

This endorsement is made a part of the policy and is subject to all of the terms and provisions thereof and of any prior endorsements thereto. Except to the extent expressly stated, this endorsement neither modifies any of the terms and provisions of the policy and any prior endorsements, nor does it extend the effective date of the policy and any prior endorsements, nor does it increase the face amount thereof.

***First American Title Insurance Company***

By: \_\_\_\_\_  
Authorized Signatory

E9-16.10 Mezzanine Endorsement (Limited Liability Company) (12/27/04)