

ASSUMPTION AGREEMENT

\$5,560,000

**CITY OF COHOES INDUSTRIAL DEVELOPMENT AGENCY ("AGENCY")
VARIABLE RATE CIVIC FACILITY REVENUE BONDS
(COLUMBIA CREST SENIOR HOUSING PROJECT – LETTER OF CREDIT SECURED)
SERIES 2003**

This Assumption Agreement (the "Assumption Agreement"), dated as of April 17, 2007 (the "Effective Date"), is by and between RBC Dain Rauscher Inc. doing business under the trade name of RBC Capital Markets ("RBCCM") and AHF – Columbia Crest, LLC (the "Institution"), in connection with a Remarketing Agreement (the "Remarketing Agreement"), dated as of September 1, 2003 between the Institution, First Albany Corporation (the "Current Remarketing Agent") and the City of Cohoes Industrial Development Agency (the "Agency") relating to the referenced transaction (the "Bonds").

Whereas, the Institution has determined to remove the Current Remarketing Agent pursuant to Section 8 of the Remarketing Agreement and has filed a notice of intent to make such change with the current Remarketing Agent, KeyBank National Association, as the letter of credit provider for the Bonds, the Agency and the Bank of New York, as Trustee;

Whereas, such notification occurred at least sixty (60) days prior to the effective date for such removal (the "Effective Date");

Whereas, the Institution desires to appoint RBCCM to act as successor Remarketing Agent under the Remarketing Agreement;

Whereas, RBCCM desires to accept such appointment as successor Remarketing Agent under the Remarketing Agreement and represents that it is qualified to act as Remarketing Agent as defined in Section 10.14 of the Indenture entered into between the Agency and the Trustee with respect to the Bonds (the "Indenture");

It is hereby agreed by RBCCM and the Institution, through their respective undersigned authorized officers, that;

1. RBCCM hereby assumes the rights and duties of Remarketing Agent as set forth in the Remarketing Agreement and the Indenture in accordance with their respective terms as of the Effective Date, except any liabilities and obligations arising from any act or omission of the Current Remarketing Agent.
2. The Institution hereby agrees to RBCCM's assumption of the rights and duties of Remarketing Agent under the Remarketing Agreement, as of the Effective Date. The Institution agrees to perform all of its duties and obligations under the Remarketing Agreement and the Sublease Agreement dated as of September 1, 2003 ("Agreement") between the Institution and the Agency in accordance with their terms and conditions, and represents and warrants to RBCCM that it is in material compliance with the Remarketing


Agreement and the Agreement. As of the Effective Date, RBCCM will succeed to all rights and duties of Remarketing Agent, and shall be entitled to enforce the Remarketing Agreement against the Institution.

3. It is expressly understood and agreed that RBCCM does not assume any obligations or liabilities of First Albany Corporation as the former Remarketing Agent under the Remarketing Agreement or otherwise.
4. This Assumption Agreement shall be binding upon and inure to the benefit of the parties hereto and their respective successors and assigns, but shall not be assigned without the prior written consent of the non-assigning party. This Assumption Agreement shall be governed by and construed in accordance with the laws of the State of New York, without regard to conflict of laws principles.
5. With respect to Section 3 of the Remarketing Agreement, the undersigned both agree that the Remarketing Agent's compensation shall be 0.10% per annum (based on a 365 day year) based on the par amount during the prior period, payable semiannually in arrears beginning on September 1, 2007 and on each March 1 and September 1 thereafter.
6. With respect to Section 10 of the Remarketing Agreement, the undersigned both agree that notices to the Remarketing Agent will be sent to "RBC Capital Markets, 1211 Avenue of the Americas, Suite 3201, New York, NY 10036, Attn: Short-Term Desk."

ACKNOWLEDGED & AGREED

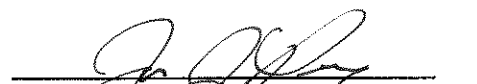
AHF – Columbia Crest, LLC

By: American Housing Foundation
its Manager


By: Garry Kearns, Executive Director

ACKNOWLEDGED & AGREED

RBC Capital Markets


By: John J. Puig, Managing Director