

[REDACTED]
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EXCLUSIVE EQUITY ADVISORY AGREEMENT

December , 2016

[REDACTED], 10th Floor
New York, NY 10022
Attention: Jeffrey Kosow / Jonathan Rosner

Re: **Exclusive Equity Advisory Agreement** [REDACTED], located at
[REDACTED] Street, Brooklyn Heights, NY (the "Project").

This agreement (this "Agreement") is entered into between [REDACTED] Bedrock
[REDACTED], LLC, Catamount, [REDACTED]
[REDACTED] ("Client") and THE [REDACTED] GROUP, LTD.
("Carlton").

1. EXCLUSIVE APPOINTMENT.

Client hereby appoints Carlton as its sole and exclusive broker and agent with the exclusive right to negotiate and obtain for Client with respect to the Project one or more, preferred equity and/or joint venture equity term sheets, subscriptions, letters of intent, applications, indications of interest or other equity and/or financing arrangements (individually or in the aggregate, an "EJV Commitment"), issued by one or more preferred equity investor(s) and/or joint venture equity partner(s) (each of the foregoing an "EJV Party") on terms acceptable to Client in its sole and absolute discretion. Carlton accepts such retention and agrees throughout the Term hereof to perform the services set forth in this Agreement, in accordance with the terms and conditions of this Agreement.

2. TERM.

- A. This Agreement will commence on the date hereof and continue for sixty (60) days from the date of this Agreement (the "Term").
- B. During the Term, Client shall immediately refer to Carlton all inquiries and offerings received by Client with respect to a possible equity investment arrangement with respect to the Project with any and all EJV Parties, or their affiliates, correspondents, or other representatives, regardless of the source of such inquiries or offerings. All negotiations shall be conducted solely by Carlton or under Carlton's direction, subject to Client's review and final approval.