

CREDIT AGREEMENT

CREDIT AGREEMENT, dated as of February 3, 2015, by and among [REDACTED] MAIDEN LANE, LLC, a Delaware limited liability company with an office at 45 Main Street, Suite 800, Brooklyn, New York 11201 (“Borrower”), the lenders party hereto (together with their respective assigns, the “Lenders”, each a “Lender”) and BANK LEUMI USA, as administrative agent for the Lenders (in such capacity, the “Administrative Agent”), having an office at 579 Fifth Avenue, New York, New York 10017.

ARTICLE I DEFINITIONS AND PRINCIPLES OF CONSTRUCTION

Section 1.1 Definitions

(a) As used in this Agreement, terms defined in the preamble have the meanings therein indicated, and the following terms have the following meanings:

“**Acquisition Loan**”: That certain loan in the maximum amount of \$15,920,951 made by the Lenders to Borrower, to finance, among other things, a portion of the acquisition of the Premises by Borrower, which Acquisition Loan is evidenced by the Acquisition Loan Notes and secured by, among other things, the Acquisition Loan Mortgage.

“**Acquisition Loan Mortgage**”: That certain Modification and Extension Agreement (Acquisition Loan Mortgage) dated the date hereof between Borrower and Administrative Agent in the principal amount of the Acquisition Loan.

“**Acquisition Loan Notes**”: The Amended and Restated Acquisition Loan Notes given by Borrower to the Lenders in the aggregate principal sum of the Acquisition Loan.

“**Administrative Agent**”: Bank Leumi USA, and its successors and assigns.

“**Administrative Agent’s Counsel**”: Emmet, Marvin & Martin, LLP.

“**Administrative Agent’s Engineer**”: HiRise Engineering P.C.

“**Administration Fee**”: as defined in the Fee Letter.

“**Affiliate**”: As to any person or entity, any other person or entity which, directly or indirectly, is in control of, is controlled by, or is under common control with,