

CONTRIBUTION, INDEMNITY AND GUARANTY AGREEMENT

THIS CONTRIBUTION, INDEMNITY AND GUARANTY AGREEMENT (this "Agreement") is made and entered into as of February 11, 2014, by and between Aby Rosen, an individual, having an address at c/o RFR Holding LLC, 390 Park Avenue, New York, New York 10022 ("Rosen"), Michael Fuchs an individual, having an address at c/o RFR Holding LLC, 390 Park Avenue, New York, New York 10022 ("Fuchs"), and together with Rosen, each an "RFR Guarantor" and collectively, the "RFR Guarantors", on the one hand and VANKE PROPERTY (HONG KONG) COMPANY LIMITED, a limited liability company incorporated under the laws of Hong Kong, having an address at 55/F, Bank of China Tower, 1 Garden Road, Central, Hong Kong ("Vanke Guarantor") on the other hand (each of the RFR Guarantors and Vanke Guarantor, individually, a "Guarantor", and collectively, the "Guarantors").

WITNESSETH

WHEREAS, as of the date hereof, RFR 610 Lex Holdings LLC, a Delaware limited liability company ("RFR Member"), and 610 Lexington Venture LP, a Delaware limited partnership ("Vanke Member", together with RFR Member, the "Members"), have entered into that certain Limited Liability Company Agreement of 610 Lexington Development LLC (the "Company", and such agreement, the "JV Agreement");

WHEREAS, pursuant to the JV Agreement, the Members each have obligations to (i) fund certain capital contributions to the Company pursuant to Section 4.02 of the JV Agreement and (ii) provide certain security to the Company pursuant to Section 4.03(a)(ii) of the JV Agreement (the "JV Funding Obligations");

WHEREAS, pursuant to Section 13.22 of the JV Agreement, the Vanke Member has made certain representations to the Company and the RFR Member (the "Vanke Representations");

WHEREAS, pursuant to Section 13.23 of the JV Agreement, the RFR Member has made certain representations to the Company and the Vanke Member (the "RFR Representations");

WHEREAS, RFR Guarantors control RFR Member and Vanke Guarantor controls Vanke Member;

WHEREAS, the Company owns 100% of the limited liability company membership interests in 610 Lexington Holdings LLC, which owns 100% of the limited liability company membership interests in 610 Lexington Property LLC, a Delaware limited liability company (the "Borrower");

WHEREAS, the Borrower owns 100% of that certain property located at 610 Lexington Avenue, New York, New York (the "Property");

WHEREAS, following the date hereof, the Borrower intends to obtain financing to capitalize a portion of the Company's total anticipated costs required to develop, stabilize and