

The Yucaipa Companies, LLC
330 West Sunset Boulevard
Los Angeles, California 90069

December 6, 2011

Midtown Equities LLC
141 Fifth Avenue, Second Floor
New York, New York 10010

Re: 330 West Avenue, New York, New York

Gentlemen:

This letter outlines the basic terms to serve as a framework of a joint venture between The Yucaipa Companies, or its designee and/or affiliate (such as [REDACTED], [REDACTED] or [REDACTED] ("Yucaipa")) and Midtown Equities LLC or its designee and/or affiliate (such party, designee or affiliate shall hereinafter be referred to as "Midtown") pertaining to a proposed transaction relating to 33 Ninth Avenue, New York, New York (the "Property").

As you know, Yucaipa and Midtown are in the process of jointly negotiating a binding Purchase and Sale Agreement (the "PSA") with 2935 Equities, LLC ("Seller") pursuant to which an entity to be formed by Yucaipa and Midtown ("Acquiring Entity") would agree to purchase the Property. Upon execution of the PSA, Yucaipa and Midtown shall each post fifty percent (50%) of the deposit due thereunder (the "Deposit"), which is currently anticipated to be Eight Million One Hundred Thousand Dollars (\$8,100,000.00). Yucaipa and Midtown agree to work in good faith to consummate a joint venture transaction reflecting the terms of this letter and other commercially reasonable terms, it being understood that Midtown is interested in acquiring the portions of the Property currently leased by Spice Market, LLC and Vitra, Inc. (the "Retail Space").

Yucaipa and Midtown agree to work in good faith to agree upon an allocation of the purchase price under the PSA (the "Allocation") between the Retail Space and the balance of the Property (consisting of a portion of the Property currently leased by Soho House New York LLC ("Soho") (the "Soho Space"). If the parties mutually agree upon the Allocation, the parties will negotiate in good faith a joint venture agreement and other definitive documentation consistent with the terms of this letter and otherwise on terms mutually agreeable to the parties (the "Definitive Documentation") pursuant to which a to-be-formed entity (the "JV") (with Yucaipa's percentage ownership being equal to the agreed upon percentage Allocation to the Soho Space and Midtown's percentage ownership being equal to the agreed upon percentage Allocation to the Retail