

THIS LOAN AGREEMENT, dated as of October 17, 2016 (as amended, restated, replaced, supplemented or otherwise modified from time to time, this “**Agreement**”), between **JOSS REALTY PARTNERS LLC**, a public company organized in New York and having its principal place of business at 1345 Avenue of the Americas, New York, New York 10105 (“**Lender**”) and **JOSS REALTY PARTNERS LLC**, a Delaware limited liability company, having its principal place of business at c/o JOSS Realty Partners LLC, 1345 Avenue of the Americas, 31st Floor, New York, New York 10105 (“**Borrower**”).

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