

PURCHASE AND SALE AGREEMENT

Purchase and Sale Agreement (the "Agreement") made this 6<sup>th</sup> day of January, 2016 (the "Effective Date") by and between [REDACTED] IN HOLDINGS LLC, a New York limited liability company, having an address at c/o Adam America Real Estate, 850 Third Avenue, Suite 13-D, New York, New York 10022 (hereinafter referred to as "Seller"), and [REDACTED] 168 Franklin LLC, a Delaware limited liability company, having an address at c/o Muss Development, LLC, 118-35 Queens Boulevard, Forest Hills, New York 11375 (hereinafter referred to as "Buyer").

1. SALE OF PROPERTY.

Seller agrees to sell and convey, and Buyer agrees to purchase, subject to the terms and conditions of this Agreement, (a) all those certain pieces, parcels or tracts of land located in the County of Kings, City and State of New York, as more fully described on Exhibit "A" annexed hereto, and known as 1 [REDACTED] 4 Franklin Avenue and [REDACTED] 4 [REDACTED] in Avenue, Brooklyn, New York, together with (i) all easements, covenants, agreements, rights, privileges, development rights and appurtenances thereto and (ii) all right, title and interest, if any, of Seller in and to any land lying in the bed of any street, road or avenue open or proposed in front of or adjoining said premises to the centerline thereof, and all right, title and interest of Seller in any award made or to be made in lieu thereof and in and to any unpaid award for damage to said premises by reason of change of grade of any street (collectively, the "Lands"); (b) an approximate 105,445 gross square foot building containing 118 residential units (the "Building", and together with the Lands, hereinafter collectively, the "Subject Premises") being built by Seller on the Lands; (c) all furniture, furnishings, equipment, machinery, appliances and any