

## ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENT

This ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENT is hereby made and executed on October 22, 2021 (the “**Effective Date**”), between WARCO, L.L.C., a limited liability company duly organized and validly existing under the laws of the State of New York, having an office at 44 Ramsey Road, Shirley, New York 11967 (the “**Assignor**” and the “**Original Company**”), and 44 RAMSEY ROAD OWNER LLC, a limited liability company duly organized and validly existing under the laws of the State of Delaware and authorized to transact business in the State of New York, having its principal office at Woodlawn Hall at Old Parkland, 3953 Maple Avenue, Suite 300, Dallas, Texas 75219 (the “**Assignee**” and the “**Company**”), with consent by the TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY, a public benefit corporation of the State of New York, having its office at 1 Independence Hill, 2<sup>nd</sup> Floor, Farmingville, New York 11738 (the “**Agency**”), in order to evidence of record the parties’ agreement to assign the existing Lease Agreement as hereinafter defined.

The Agency and the Original Company entered into a Lease Agreement dated as of December 1, 2006 (the “**Lease Agreement**”), and a Memorandum of Lease dated December 14, 2006 was recorded in the Suffolk County Clerk’s office on December 27, 2006 in **Liber 12485, Cp 49**.

Pursuant to this Assignment and Assumption of Lease Agreement, the Assignor hereby assigns all of its rights, title, interest and obligations under the Lease Agreement to the Assignee (including, without limitation, all rights of Assignor to acquire the Premises under the Lease), and the Assignee hereby assumes all of the rights, title, interest and obligations of the Assignor under the Lease Agreement on and after the Effective Date of this Assignment and Assumption of Lease Agreement.

The Lease Agreement, as assigned, covers the premises described in **Exhibit A** attached hereto and made a part hereof.

The Lease Agreement, as assigned, provides for the rental of the premises by the Company for a term commencing on December 14, 2006, and terminating on December 1, 2024 (the “**Lease Term**”).

The Lease Agreement is available for inspection during normal business hours at the offices of the Agency indicated above.

Property Address: 44 Ramsey Road, Shirley, Town of Brookhaven, Suffolk County, New York

Tax Mailing Address: Woodlawn Hall at Old Parkland, 3953 Maple Avenue, Suite 300, Dallas, Texas 75219

Tax Map Numbers: District 0200 Section 584.00 Block 01.00 Lot 004.038


**Record and return to:**  
Nixon Peabody LLP  
1300 Clinton Square  
Rochester, New York 14604  
Attention: Terance Walsh, Esq.





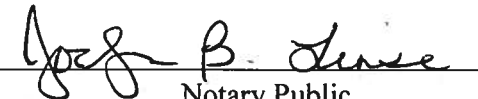
**CONSENTED TO BY**

**TOWN OF BROOKHAVEN INDUSTRIAL  
DEVELOPMENT AGENCY**

By:   
Name: Lisa MG Mulligan  
Title: Chief Executive Officer

STATE OF NEW YORK    )  
  : SS.:  
COUNTY OF SUFFOLK    )

On the 15<sup>th</sup> day of October in the year 2021, before me, the undersigned, personally appeared **Lisa MG Mulligan**, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument, and acknowledged to me that she executed the same in her capacity, and that by her signature on the within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

  
\_\_\_\_\_  
Notary Public

**JOCELYN B. LINSE**  
Notary Public - State of New York  
No. 0116351400  
Qualified in Suffolk County  
My Comm. Expires Dec. 5, 2024

EXHIBIT A

Legal Description of Real Property

ALL that certain piece or parcel of land, situate at Yaphank, Town of Brookhaven, Suffolk County, New York, being known and designated as part of Lot 1, "Map of Brookhaven R & D Plaza, Section 1" filed April 15, 1983 as Map No. 7170. Said piece or parcel of land being more particularly bounded and described as follows:

BEGINNING at a point on the Southerly line of Ramsay Road, said point being distant 2370.22 feet, as measured in an Easterly direction along said Southerly line of Ramsay Road, from the intersection of the Easterly line of William Floyd Parkway (C.R. 46A) with said Southerly line of Ramsay Road;

RUNNING THENCE from said point of beginning along the following six (6) courses and distances:

1. North 75 degrees, 40 minutes, 02 seconds East, a distance of 180.97 feet along said Southerly line of Ramsay Road to a point;
2. Along the arc of a curve bearing to the left, having a radius of 555.00 feet, a distance of 196.48 feet still along said Southerly line of Ramsay Road to a point;
3. North 55 degrees, 23 minutes, 02 seconds East, a distance of 271.15 feet still along said Southerly line of Ramsay Road to a point;
4. South 31 degrees, 52 minutes, 28 seconds East, a distance of 427.81 feet to the Northerly line of the Long Island Railroad to a point;
5. South 58 degrees, 07 minutes, 32 seconds West, a distance of 636.83 feet along said line of the Long Island Railroad to a point;
6. North 31 degrees, 55 minutes, 11 seconds West, a distance of 494.84 feet to the Southerly line of Ramsay Road and the point or place of BEGINNING.

TOGETHER with all the right, title and interest of the part of the first part, of, in and to the land lying in the street in front of and adjoining said premises.



Department of Taxation and Finance

TP-584 (9/19)

Recording office time stamp

Combined Real Estate Transfer Tax Return, Credit Line Mortgage Certificate, and Certification of Exemption from the Payment of Estimated Personal Income Tax

See Form TP-584-I, Instructions for Form TP-584, before completing this form. Print or type.

Schedule A - Information relating to conveyance Memo of Assignment of Lease

Form with sections for Grantor/Transferor and Grantee/Transferee, including fields for Name, Mailing address, City, State, ZIP code, and Social Security number (SSN).

Location and description of property conveyed

Table with 5 columns: Tax map designation, SWIS code, Street address, City, town, or village, and County.

Type of property conveyed (mark an X in applicable box)

Form with checkboxes for property types (One- to three-family house, Residential cooperative, etc.) and a date of conveyance field.

Condition of conveyance (mark an X in all that apply)

Form with multiple checkboxes (a through s) describing conditions of conveyance such as fee interest, acquisition of controlling interest, etc.

Table for recording officer's use with columns for Amount received, Date received, and Transaction number.

**Schedule B – Real estate transfer tax return (Tax Law Article 31)**

**Part 1 – Computation of tax due**

1	Enter amount of consideration for the conveyance (if you are claiming a total exemption from tax, mark an X in the Exemption claimed box, enter consideration and proceed to Part 3) ..... <input checked="" type="checkbox"/> <b>Exemption claimed</b>	1.		
2	Continuing lien deduction (see instructions if property is taken subject to mortgage or lien) .....	2.		
3	Taxable consideration (subtract line 2 from line 1) .....	3.		
4	Tax: \$2 for each \$500, or fractional part thereof, of consideration on line 3 .....	4.		
5	Amount of credit claimed for tax previously paid (see instructions and attach Form TP-584.1, Schedule G) .....	5.		
6	Total tax due* (subtract line 5 from line 4) .....	6.		

**Part 2 – Computation of additional tax due on the conveyance of residential real property for \$1 million or more**

1	Enter amount of consideration for conveyance (from Part 1, line 1) .....	1.		
2	Taxable consideration (multiply line 1 by the percentage of the premises which is residential real property, as shown in Schedule A) ...	2.		
3	Total additional transfer tax due* (multiply line 2 by 1% (.01)) .....	3.		

**Part 3 – Explanation of exemption claimed on Part 1, line 1 (mark an X in all boxes that apply)**

The conveyance of real property is exempt from the real estate transfer tax for the following reason:

- a. Conveyance is to the United Nations, the United States of America, New York State, or any of their instrumentalities, agencies, or political subdivisions (or any public corporation, including a public corporation created pursuant to agreement or compact with another state or Canada) ..... a
- b. Conveyance is to secure a debt or other obligation..... b
- c. Conveyance is without additional consideration to confirm, correct, modify, or supplement a prior conveyance..... c
- d. Conveyance of real property is without consideration and not in connection with a sale, including conveyances conveying realty as bona fide gifts..... d
- e. Conveyance is given in connection with a tax sale..... e
- f. Conveyance is a mere change of identity or form of ownership or organization where there is no change in beneficial ownership. (This exemption cannot be claimed for a conveyance to a cooperative housing corporation of real property comprising the cooperative dwelling or dwellings.) Attach Form TP-584.1, Schedule F ..... f
- g. Conveyance consists of deed of partition..... g
- h. Conveyance is given pursuant to the federal Bankruptcy Act..... h
- i. Conveyance consists of the execution of a contract to sell real property, without the use or occupancy of such property, or the granting of an option to purchase real property, without the use or occupancy of such property..... i
- j. Conveyance of an option or contract to purchase real property with the use or occupancy of such property where the consideration is less than \$200,000 and such property was used solely by the grantor as the grantor's personal residence and consists of a one-, two-, or three-family house, an individual residential condominium unit, or the sale of stock in a cooperative housing corporation in connection with the grant or transfer of a proprietary leasehold covering an individual residential cooperative apartment..... j
- k. Conveyance is not a conveyance within the meaning of Tax Law, Article 31, § 1401(e) (attach documents supporting such claim) ..... Transaction with an Industrial Development Agency ..... k

\* The total tax (from Part 1, line 6 and Part 2, line 3 above) is due within 15 days from the date of conveyance. Make check(s) payable to the county clerk where the recording is to take place. For conveyances of real property within New York City, use Form TP-584-NYC. If a recording is not required, send this return and your check(s) made payable to the **NYS Department of Taxation and Finance**, directly to the NYS Tax Department, RETT Return Processing, PO Box 5045, Albany NY 12205-0045. If not using U.S. Mail, see Publication 55, *Designated Private Delivery Services*.

**Schedule C – Credit Line Mortgage Certificate (Tax Law Article 11)**

Complete the following only if the interest being transferred is a fee simple interest.

This is to certify that: (mark an X in the appropriate box)

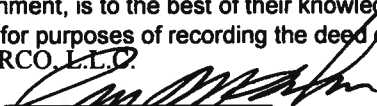
1.  The real property being sold or transferred is not subject to an outstanding credit line mortgage.
2.  The real property being sold or transferred is subject to an outstanding credit line mortgage. However, an exemption from the tax is claimed for the following reason:
  - a  The transfer of real property is a transfer of a fee simple interest to a person or persons who held a fee simple interest in the real property (whether as a joint tenant, a tenant in common or otherwise) immediately before the transfer.
  - b  The transfer of real property is (A) to a person or persons related by blood, marriage or adoption to the original obligor or to one or more of the original obligors or (B) to a person or entity where 50% or more of the beneficial interest in such real property after the transfer is held by the transferor or such related person or persons (as in the case of a transfer to a trustee for the benefit of a minor or the transfer to a trust for the benefit of the transferor).
  - c  The transfer of real property is a transfer to a trustee in bankruptcy, a receiver, assignee, or other officer of a court.
  - d  The maximum principal amount secured by the credit line mortgage is \$3 million or more, and the real property being sold or transferred is not principally improved nor will it be improved by a one- to six-family owner-occupied residence or dwelling.

**Note:** for purposes of determining whether the maximum principal amount secured is \$3 million or more as described above, the amounts secured by two or more credit line mortgages may be aggregated under certain circumstances. See TSB-M-96(6)-R for more information regarding these aggregation requirements.

- e  Other (attach detailed explanation).
3.  The real property being transferred is presently subject to an outstanding credit line mortgage. However, no tax is due for the following reason:
  - a  A certificate of discharge of the credit line mortgage is being offered at the time of recording the deed.
  - b  A check has been drawn payable for transmission to the credit line mortgagee or mortgagee's agent for the balance due, and a satisfaction of such mortgage will be recorded as soon as it is available.
4.  The real property being transferred is subject to an outstanding credit line mortgage recorded in \_\_\_\_\_ (insert liber and page or reel or other identification of the mortgage). The maximum principal amount of debt or obligation secured by the mortgage is \_\_\_\_\_. No exemption from tax is claimed and the tax of \_\_\_\_\_ is being paid herewith. (Make check payable to county clerk where deed will be recorded.)

**Signature (both the grantors and grantees must sign)**

The undersigned certify that the above information contained in Schedules A, B, and C, including any return, certification, schedule, or attachment, is to the best of their knowledge, true and complete, and authorize the person(s) submitting such form on their behalf to receive a copy for purposes of recording the deed or other instrument effecting the conveyance.

By:  By: <u>Gra Warren</u> Grantor signature	Member Title	44 RAMSEY ROAD OWNER LLC By: _____ Grantee signature	Vice President Title
_____ Grantor signature	_____ Title	_____ Grantee signature	_____ Title

**Reminder:** Did you complete all of the required information in Schedules A, B, and C? Are you required to complete Schedule D? If you marked e, f, or g in Schedule A, did you complete Form TP-584.1? Have you attached your check(s) made payable to the county clerk where recording will take place? If no recording is required, send this return and your check(s), made payable to the **NYS Department of Taxation and Finance**, directly to the NYS Tax Department, RETT Return Processing, PO Box 5045, Albany NY 12205-0045. If not using U.S. Mail, see Publication 55, *Designated Private Delivery Services*.



TP-584 (09/19)

EXHIBIT A  
[Additional Signature Page]

**Combined Real Estate Transfer Tax Return,  
Credit Line Mortgage Certificate, and  
Certification of Exemption from the  
Payment of Estimated Personal Income Tax**

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**Schedule A – Information relating to conveyance – Re: Assignment and Assumption of  
Lease Agreement**

**Add'l Name**

Grantor/Transferor

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**Grantee/Transferee**

**Add'l Name**            (Corporation)

Town of Brookhaven Industrial Development Agency  
1 Independence Hill, 2<sup>nd</sup> Floor  
Farmingville, New York 11738

EIN# 52-1299559

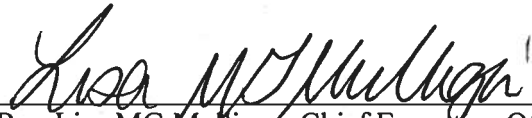
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Tax Map No. 0200-584.00-01.00-004.038

44 Ramsey Road,  
Shirley,/Brookhaven/Suffolk

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Consented to by:  
TOWN OF BROOKHAVEN INDUSTRIAL  
DEVELOPMENT AGENCY

  
By: Lisa MG Mulligan, Chief Executive Officer

**Schedule D – Certification of exemption from the payment of estimated personal income tax (Tax Law, Article 22, § 663)**

Complete the following only if a fee simple interest or a cooperative unit is being transferred by an individual or estate or trust.

If the property is being conveyed by a referee pursuant to a foreclosure proceeding, proceed to Part 2, mark an X in the second box under *Exemption for nonresident transferors/sellers*, and sign at bottom.

**Part 1 – New York State residents**

If you are a New York State resident transferor/seller listed in Form TP-584, Schedule A (or an attachment to Form TP-584), you must sign the certification below. If one or more transferor/seller of the real property or cooperative unit is a resident of New York State, **each** resident transferor/seller must sign in the space provided. If more space is needed, photocopy this Schedule D and submit as many schedules as necessary to accommodate all resident transferors/sellers.

**Certification of resident transferors/sellers**

This is to certify that at the time of the sale or transfer of the real property or cooperative unit, the transferor/seller as signed below was a resident of New York State, and therefore is not required to pay estimated personal income tax under Tax Law § 663(a) upon the sale or transfer of this real property or cooperative unit.

Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date

**Note:** A resident of New York State may still be required to pay estimated tax under Tax Law § 685(c), but not as a condition of recording a deed.

**Part 2 – Nonresidents of New York State**

If you are a nonresident of New York State listed as a transferor/seller in Form TP-584, Schedule A (or an attachment to Form TP-584) but are not required to pay estimated personal income tax because one of the exemptions below applies under Tax Law § 663(c), mark an X in the box of the appropriate exemption below. If any one of the exemptions below applies to the transferor/seller, that transferor/seller is not required to pay estimated personal income tax to New York State under Tax Law § 663. **Each** nonresident transferor/seller who qualifies under one of the exemptions below must sign in the space provided. If more space is needed, photocopy this Schedule D and submit as many schedules as necessary to accommodate all nonresident transferors/sellers.

If none of these exemption statements apply, you must complete Form IT-2663, *Nonresident Real Property Estimated Income Tax Payment Form*, or Form IT-2664, *Nonresident Cooperative Unit Estimated Income Tax Payment Form*. For more information, see *Payment of estimated personal income tax*, on Form TP-584-I, page 1.

**Exemption for nonresident transferors/sellers**

This is to certify that at the time of the sale or transfer of the real property or cooperative unit, the transferor/seller (grantor) of this real property or cooperative unit was a nonresident of New York State, but is not required to pay estimated personal income tax under Tax Law § 663 due to one of the following exemptions:

- The real property or cooperative unit being sold or transferred qualifies in total as the transferor's/seller's principal residence (within the meaning of Internal Revenue Code, section 121) from \_\_\_\_\_ Date to \_\_\_\_\_ Date (see instructions).
- The transferor/seller is a mortgagor conveying the mortgaged property to a mortgagee in foreclosure, or in lieu of foreclosure with no additional consideration.
- The transferor or transferee is an agency or authority of the United States of America, an agency or authority of New York State, the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Government National Mortgage Association, or a private mortgage insurance company.

Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date

TP-584 (09/19)

EXHIBIT A  
[Additional Signature Page]

**Combined Real Estate Transfer Tax Return,  
Credit Line Mortgage Certificate, and  
Certification of Exemption from the  
Payment of Estimated Personal Income Tax**

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**Schedule A – Information relating to conveyance – Re: Assignment and Assumption of  
Lease Agreement**

**Add'l Name**

Grantor/Transferor

---

**Grantee/Transferee**

**Add'l Name**            (Corporation)

Town of Brookhaven Industrial Development Agency  
1 Independence Hill, 2<sup>nd</sup> Floor  
Farmingville, New York 11738

EIN# 52-1299559

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Tax Map No. 0200-584.00-01.00-004.038

44 Ramsey Road,  
Shirley/Brookhaven/Suffolk

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Consented to by:  
TOWN OF BROOKHAVEN INDUSTRIAL  
DEVELOPMENT AGENCY

---

By: Lisa MG Mulligan, Chief Executive Officer

MEMORANDUM OF AMENDED LEASE AGREEMENT

This Memorandum of Amended Lease Agreement is hereby made and executed on October 22, 2021 between the TOWN OF BROOKHAVEN INDUSTRIAL DEVELOPMENT AGENCY, a public benefit corporation of the State of New York, having its office at 1 Independence Hill, 2<sup>nd</sup> Floor, Farmingville, New York 11738 (the “Agency”), and 44 RAMSEY ROAD OWNER LLC, a limited liability company duly organized and validly existing under the laws of the State of Delaware and authorized to transact business in the State of New York, having its principal office at Woodlawn Hall at Old Parkland, 3953 Maple Avenue, Suite 300, Dallas, Texas 75219 (the “Company”), in order to evidence of record the parties’ agreement to amend the existing Lease Agreement as hereinafter defined.

The Agency and Warco, L.L.C., a New York limited liability company (the “Original Company”), entered into a Lease Agreement, dated as of December 1, 2006 (the “Lease Agreement”), and a Memorandum of Lease dated December 14, 2006 was recorded in the Suffolk County Clerk’s office on December 27, 2006 in Liber 12485, Cp 49;

The Agency, the Company and the Original Company have entered into an Assignment, Assumption and Amendment Agreement, dated October 22, 2021 (the “Assignment Agreement”), by which the Lease Agreement, as amended by the Assignment Agreement, was assigned by the Original Company, assumed by the Company, effective as of the date thereof, and amended to reflect the foregoing.

The Lease Agreement, as amended, covers the premises described in Exhibit A attached hereto and made a part hereof.

The Lease Agreement, as amended, provides for the rental of the premises by the Company for a term commencing on December 14, 2006, and terminating on December 1, 2024.

Property Address: 44 Ramsey Road, Shirley, Town of Brookhaven, Suffolk County, New York

Tax Mailing Address: Woodlawn Hall at Old Parkland, 3953 Maple Avenue, Suite 300, Dallas, Texas 75219

Tax Map Numbers: District 0200 Section 584.00 Block 01.00 Lot 004.038

Record and return to:  
Nixon Peabody LLP  
1300 Clinton Square  
Rochester, New York 14604  
Attention: Terance Walsh, Esq.