

ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENT

This ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENT is hereby made and executed on December 7, 2022 (the “**Effective Date**”), between FIRST REALTY ASSOCIATES LLC, a limited liability company duly organized and validly existing under the laws of the State of New York, having its principal office at 870 Expressway Drive South, Medford, New York 11763 (the “**Assignor**” and the “**Original Company**”) and FRA MEIR EQUITIES LLC, a New York limited liability company, FRAFT EQUITIES LLC, a New York limited liability company, FRA ISAAC EQUITIES LLC, a New York limited liability company, FRAET EQUITIES LLC, a New York limited liability company, FRA SHAOUL CAPITAL LLC, a New York limited liability company, FRA HSFT CAPITAL LLC, a New York limited liability company, FRA LSFT CAPITAL LLC, a New York limited liability company, and FRA DSFT CAPITAL LLC, a New York limited liability company, each duly organized and validly existing under the laws of the State of New York, each having a principal office at 870 Expressway Drive South, Medford, New York 11763 (each a Tenant in Common and collectively, the “**Assignee**” and, after the Effective Date (as defined herein), 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, 2nd 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 July 1, 2008 (the “**2008 Lease Agreement**”), a memorandum of which 2008 Lease Agreement was recorded in the Suffolk County Clerk’s Office on August 15, 2008 in **Liber 12561 of Deeds, Page 746.**

The 2008 Lease Agreement was amended pursuant to an Amendment of Lease, dated October 27, 2020 (the “**Amendment of Lease**”; and, together with the 2008 Lease Agreement, the “**Lease Agreement**”), between the Agency and the Company and a memorandum of which Amendment of Lease was recorded in the Suffolk County Clerk’s office on December 31, 2020, in **Liber 13085 of Deeds, Page 88.**

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, 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 amended, and assigned, provides for the continued rental of the premises by the Company for a term commencing on July 23, 2008, and terminating at 11:59 p.m. on November 30, 2027 (the “**Lease Term**”).

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

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment and Assumption of Lease Agreement to be executed in their respective names, all as of the date first written above.

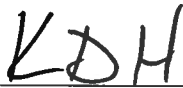
FIRST REALTY ASSOCIATES LLC
a New York limited liability company

By: 
Name: Freydoun Elnekaveh
Title: Member

By: _____
Name: Philip Shaoul
Title: Member

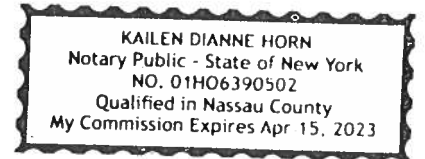
STATE OF NEW YORK)
) ss.
COUNTY OF Nassau)

On the 21st day of April in the year 2022, before me, the undersigned, a notary public in and for said state, personally appeared **Freydoun Elnekaveh** 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 he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

STATE OF _____)
) ss.
COUNTY OF _____)



On the _____ day of April in the year 2022, before me, the undersigned, a notary public in and for said state, personally appeared **Philip Shaoul** 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 he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.


Notary Public

Assignment and Assumption of Lease Agreement
Signature Page 1 of 2

IN WITNESS WHEREOF, the Assignor and the Assignee have caused this Assignment and Assumption of Lease Agreement to be executed in their respective names, all as of the date first written above.

FIRST REALTY ASSOCIATES LLC
a New York limited liability company

By: _____
Name: Freydoun Elnekaveh
Title: Member

By:  _____
Name: Philip Shaoul
Title: Member


STATE OF NEW YORK)
) ss.
COUNTY OF SUFFOLK)

On the _____ day of November in the year 2022, before me, the undersigned, a notary public in and for said state, personally appeared **Freydoun Elnekaveh** 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 he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

Notary Public

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On the 22 day of November in the year 2022, before me, the undersigned, a notary public in and for said state, personally appeared **Philip Shaoul** 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 he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

 _____
Notary Public

MARIA A. GUERRA
Notary Public, State of New York
No. 01GU6403185
Qualified in Queens County
Commission Expires Jan. 21, 2024

Assignment and Assumption of Lease Agreement
Signature Page 1 of 6

FRA MEIR EQUITIES LLC
a New York limited liability company

By: [Signature]
Name: Freydoun Elnekaveh
Title: Manager

FRAFT EQUITIES LLC
a New York limited liability company

By: [Signature]
Name: Doris Elnekaveh
Title: Manager

STATE OF NEW YORK)
) ss.
COUNTY OF Nassau)

On the 21st day of April in the year 2022, before me, the undersigned, a notary public in and for said state, personally appeared **Freydoun Elnekaveh** 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 he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

[Signature]
Notary Public

STATE OF NEW YORK)
) ss.
COUNTY OF Suffolk)

KAILEN DIANNE HORN
Notary Public - State of New York
NO. 01HO6390502
Qualified in Nassau County
My Commission Expires Apr 15, 2023

On the 21st day of April in the year 2022, before me, the undersigned, a notary public in and for said state, personally appeared **Doris Elnekaveh** 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 he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

KAILEN DIANNE HORN
Notary Public - State of New York
NO. 01HO6390502
Qualified in Nassau County
My Commission Expires Apr 15, 2023

[Signature]
Notary Public

FRA ISAAC EQUITIES LLC
a New York limited liability company

By: [Signature]
Name: Ehsan Elnaghve
Title: Manager

FRAET EQUITIES LLC
a New York limited liability company

By: [Signature]
Name: Theodore Elnkaveh
Title: Manager

STATE OF NEW YORK)
) ss.
COUNTY OF Nassau)
) SUFFOLK)

On the 21st day of April in the year 2022, before me, the undersigned, a notary public in and for said state, personally appeared **Ehsan Elnaghve** 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 he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

[Signature]
Notary Public

STATE OF NEW YORK)
) ss.
COUNTY OF Nassau)
)

On the 21st day of April in the year 2022, before me, the undersigned, a notary public in and for said state, personally appeared **Theodore Elnkaveh** 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 he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

KAILEN DIANNE HORN
Notary Public - State of New York
NO. 01HQ6390502
Qualified in Nassau County
My Commission Expires Apr 15, 2023

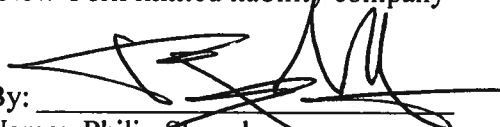
[Signature]
Notary Public

KAILEN DIANNE HORN
Notary Public - State of New York
NO. 01HQ6390502
Qualified in Nassau County
My Commission Expires Apr 15, 2023

FRA SHAOUL CAPITAL LLC
a New York limited liability company

By: 
Name: Philip Shaoul
Title: ~~Manager~~

FRA HSFT CAPITAL LLC
a New York limited liability company

By: 
Name: Philip Shaoul
Title: Manager

MARIA A. GUERRA
Notary Public, State of New York
No. 01GU6403185
Qualified in Queens County
Commission Expires Jan. 21, 2024

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)


On the 22 day of November in the year 2022, before me, the undersigned, a notary public in and for said state, personally appeared **Philip Shaoul** 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 he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)


On the 22 day of November in the year 2022, before me, the undersigned, a notary public in and for said state, personally appeared **Philip Shaoul** 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 he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.




Notary Public

MARIA A. GUERRA
Notary Public, State of New York
No. 01GU6403185
Qualified in Queens County
Commission Expires Jan. 21, 2024

FRA LSFT CAPITAL LLC
a New York limited liability company

By: 
Name: Philip Shaoul
Title: Manager

FRA DSFT CAPITAL LLC
a New York limited liability company

By: 
Name: Philip Shaoul
Title: Manager

MARIA A. GUERRA
Notary Public, State of New York
No. 01GU6403185
Qualified in Queens County
Commission Expires Jan. 21, 2024

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On the 22 day of November in the year 2022, before me, the undersigned, a notary public in and for said state, personally appeared **Philip Shaoul** 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 he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

STATE OF NEW YORK)
) ss.
COUNTY OF NEW YORK)

On the 22 day of November in the year 2022, before me, the undersigned, a notary public in and for said state, personally appeared **Philip Shaoul** 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 he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.



Notary Public

MARIA A. GUERRA
Notary Public, State of New York
No. 01GU6403185
Qualified in Queens County
Commission Expires Jan. 21, 2024

CONSENTED TO BY:

**TOWN OF BROOKHAVEN
INDUSTRIAL DEVELOPMENT
AGENCY**

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

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

On the 19th day of April in the year 2022, 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 instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

Theresa M. Alkon
Notary Public

THERESA M. ALKON
Notary Public - State of New York
No. 01AL6351399
Qualified In Suffolk County
My Comm. Expires Dec. 5, 2024

MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENT

This MEMORANDUM OF ASSIGNMENT AND ASSUMPTION OF LEASE AGREEMENT is hereby made and executed on December 7, 2022 (the “**Effective Date**”), between FIRST REALTY ASSOCIATES LLC, a limited liability company duly organized and validly existing under the laws of the State of New York, having its principal office at 870 Expressway Drive South, Medford, New York 11763 (the “**Assignor**” and the “**Original Company**”) and FRA MEIR EQUITIES LLC, a New York limited liability company, FRAFT EQUITIES LLC, a New York limited liability company, FRA ISAAC EQUITIES LLC, a New York limited liability company, FRAET EQUITIES LLC, a New York limited liability company, FRA SHAOUL CAPITAL LLC, a New York limited liability company, FRA HSFT CAPITAL LLC, a New York limited liability company, FRA LSFT CAPITAL LLC, a New York limited liability company, and FRA DSFT CAPITAL LLC, a New York limited liability company, each duly organized and validly existing under the laws of the State of New York, each having a principal office at 870 Expressway Drive South, Medford, New York 11763 (each a Tenant in Common and collectively, the “**Assignee**” and, after the Effective Date (as defined herein), 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, 2nd 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.

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The 2008 Lease Agreement was amended pursuant to an Amendment of Lease, dated October 27, 2020 (the “**Amendment of Lease**”; and, together with the 2008 Lease Agreement, the “**Lease Agreement**”), between the Agency and the Company and a memorandum of which Amendment of Lease was recorded in the Suffolk County Clerk’s office on December 31, 2020, in **Liber 13085 of Deeds, Page 88.**

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, 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 amended, and assigned, provides for the continued rental of the premises by the Company for a term commencing on July 23, 2008, and terminating at 11:59 p.m. on November 30, 2027 (the “**Lease Term**”).

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