TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
(TOWN OF ISLIP, NEW YORK)

(CENTURY DIRECT, LLC 2015 FACILITY)

Parties

Town of Islip Industrial Development Agency "Agency"
Century Direct, LLC "Company"

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CENTURY DIRECT, LLC

and

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

COMPANY LEASE AGREEMENT

Dated as of March 1, 2015

Town of Islip Industrial Development Agency
(Century Direct, LLC 2015 Facility)
TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: William G. Mannix
Name: William G. Mannix
Title: Executive Director

STATE OF NEW YORK )
COUNTY OF SUFFOLK ) ss.

On the 30 day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

Notary Public

JOHN WALSER
Notary Public, State of New York
Registration # 01WA8195090
Qualified in Suffolk County
Commission Expires October 20, 2016

Company Lease Agreement
Signature Page 2 of 2
TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: 
Name: William G. Mannix
Title: Executive Director

STATE OF NEW YORK )
COUNTY OF SUFFOLK ) ss.

On the 30 day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

Notary Public

JOHN WALSER
Notary Public, State of New York
Registration # 01WA6195090
Qualified in Suffolk County
Commission Expires October 20, 2016

Company Lease Agreement
Signature Page 2 of 2
TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: 
Name: William G. Mannix
Title: Executive Director

STATE OF NEW YORK   )
COUNTY OF SUFFOLK   ) ss.

On the 3rd day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

Notary Public

JOHN WALSER
Notary Public, State of New York
Registration # 01WA6195030
Qualified in Suffolk County
Commission Expires October 20, 2016

Company Lease Agreement
Signature Page 2 of 2
TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: [Signature]
Name: William G. Mannix
Title: Executive Director

STATE OF NEW YORK  
COUNTY OF SUFFOLK  

 ) ss.:  

On the 30 day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

[Signature]
Notary Public

JOHN WALSER
Notary Public, State of New York
Registration # 01WA6195090
Qualified in Suffolk County
Commission Expires October 20, 2016

Company Lease Agreement
Signature Page 2 of 2
TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

(TOWN OF ISLIP, NEW YORK)

and

CENTURY DIRECT, LLC

 LEASE AGREEMENT

Dated as of March 1, 2015

Town of Islip Industrial Development Agency
(Century Direct, LLC 2015 Facility)
IN WITNESS WHEREOF, the Agency and the Company have caused this Lease Agreement to be executed in their respective names by their duly authorized representatives, all as of March 1, 2015.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: ________________
Name: William G. Mannix
Title: Executive Director

STATE OF NEW YORK   )
COUNTY OF SUFFOLK   )

On the 30th day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

[Signature]
Notary Public

JOHN WALSER
Notary Public, State of New York
Registration # 01WA6195090
Qualified in Suffolk County
Commission Expires October 20, 2016

Lease Agreement
Signature Page 1 of 2
IN WITNESS WHEREOF, the Agency and the Company have caused this Lease Agreement to be executed in their respective names by their duly authorized representatives, all as of March 1, 2015.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: [Signature]
Name: William G. Mannix
Title: Executive Director

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

On the 30th day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

[Signature]
Notary Public

JOHN WALSER
Notary Public, State of New York
Registration # 01WA6195090
Qualified in Suffolk County
Commission Expires October 20, 2016

Lease Agreement
Signature Page 1 of 2
IN WITNESS WHEREOF, the Agency and the Company have caused this Lease Agreement to be executed in their respective names by their duly authorized representatives, all as of March 1, 2015.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: 
Name: William G. Mannix
Title: Executive Director

STATE OF NEW YORK )
COUNTY OF SUFFOLK )

On the 30th day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

Notary Public

JOHN WALSER
Notary Public, State of New York
Registration # 01WA6195090
Qualifed in Suffolk County
Commission Expires October 20, 2016

Lease Agreement
Signature Page 1 of 2
IN WITNESS WHEREOF, the Agency and the Company have caused this Lease Agreement to be executed in their respective names by their duly authorized representatives, all as of March 1, 2015.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: [Signature]
Name: William G. Mannix
Title: Executive Director

STATE OF NEW YORK  
COUNTY OF SUFFOLK  

On the 30th day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

[Signature]
Notary Public

JOHN WALTER
Notary Public, State of New York
Registration # 01WA6195090
Qualified in Suffolk County
Commission Expires October 20, 20

Lease Agreement
Signature Page 1 of 2
CENTURY DIRECT, LLC

and

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

PAYMENT-IN-LIEU-OF-TAX AGREEMENT

Town of Islip Industrial Development Agency
(Century Direct, LLC 2015 Facility)

Dated as of March 1, 2015

Town of Islip, Village of Islandia, Hauppauge School District, Suffolk County

Premises: 130 Hoffman Lane, Islandia, Town of Islip, New York

Tax Map Number: 0504-007.00-02.00-006.000
IN WITNESS WHEREOF, the parties hereto have executed this PILOT Agreement as of the date first written above.

CENTURY DIRECT, LLC

By: __________________________
Name: Michael Kellogg
Title: Chief Executive Officer

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: __________________________
Name: William G. Mannix
Title: Executive Director
IN WITNESS WHEREOF, the parties hereto have executed this PILOT Agreement as of the date first written above.

CENTURY DIRECT, LLC

By: ____________________________
Name: Michael Kellogg
Title: Chief Executive Officer

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: ____________________________
Name: William G. Mannix
Title: Executive Director
IN WITNESS WHEREOF, the parties hereto have executed this PILOT Agreement as of the date first written above.

CENTURY DIRECT, LLC

By: ____________________________
Name: Michael Kellogg
Title: Chief Executive Officer

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: ____________________________
Name: William G. Mannix
Title: Executive Director
IN WITNESS WHEREOF, the parties hereto have executed this PILOT Agreement as of the date first written above.

CENTURY DIRECT, LLC

By: ________________________________
Name: Michael Kellogg
Title: Chief Executive Officer

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: ________________________________
Name: William G. Mannix
Title: Executive Director
CENTURY DIRECT, LLC

to

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
(TOWN OF ISLIP, NEW YORK)

__________________________________
RECAPTURE AGREEMENT

__________________________________
Dated as of March 1, 2015

Town of Islip Industrial Development Agency
(Century Direct, LLC 2015 Facility)

Premises Address: 130 Hoffman Lane, Islandia, Town of Islip, New York
Tax Map Number: 0504-007.00-02.00-006.000

Record and return to:
Nixon Peabody LLP
1300 Clinton Square
Rochester, New York 14604
Attention: Jessica L. Paulin Esq.
IN WITNESS WHEREOF, the Company has caused this Recapture Agreement to be duly executed and delivered as of the day and year first above written.

CENTURY DIRECT, LLC

By: ____________________________
   Name: Michael Kellogg
   Title: Chief Executive Officer

ACCEPTED:

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: ____________________________
   Name: William G. Mannix
   Title: Executive Director

Recapture Agreement
Signature Page 1 of 2
IN WITNESS WHEREOF, the Company has caused this Recapture Agreement to be duly executed and delivered as of the day and year first above written.

CENTURY DIRECT, LLC

By: _____________________________  
Name: Michael Kellogg  
Title: Chief Executive Officer

ACCEPTED:

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: _____________________________  
Name: William G. Mannix  
Title: Executive Director

Recapture Agreement  
Signature Page 1 of 2
IN WITNESS WHEREOF, the Company has caused this Recapture Agreement to be duly executed and delivered as of the day and year first above written.

CENTURY DIRECT, LLC

By: __________________________
Name: Michael Kellogg
Title: Chief Executive Officer

ACCEPTED:

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: __________________________
Name: William G. Mannix
Title: Executive Director

Recapture Agreement
Signature Page 1 of 2
IN WITNESS WHEREOF, the Company has caused this Recapture Agreement to be duly executed and delivered as of the day and year first above written.

CENTURY DIRECT, LLC

By: ____________________________
Name: Michael Kellogg
Title: Chief Executive Officer

ACCEPTED:

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: ____________________________
Name: William G. Mannix
Title: Executive Director

Recapture Agreement
Signature Page 1 of 2
STATE OF NEW YORK  )
     : SS:
COUNTY OF  )

On the ___ day of March in the year 2015 before me, the undersigned, personally appeared Michael Kellogg, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

______________________________
Notary Public

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

On the 30th day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

______________________________
Notary Public

Recapture Agreement
Signature page 2 of 2

JOHN WALSER
Notary Public, State of New York
Registration # 01WA6195090
Qualified in Suffolk County
Commission Expires October 20, 2016
STATE OF NEW YORK  )
    : SS:
COUNTY OF             )

On the ___ day of March in the year 2015 before me, the undersigned, personally appeared Michael Kellogg, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

__________________________________________
Notary Public

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

On the 30th day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

__________________________________________
Notary Public

Recapture Agreement
Signature page 2 of 2

JOHN WALSER
Notary Public, State of New York
Registration # 01WAG195090
Qualified in Suffolk County
Commission Expires October 20, 20___/6
STATE OF NEW YORK  )
       : SS:
COUNTY OF
       )

On the ___ day of March in the year 2015 before me, the undersigned, personally appeared Michael Kellogg, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

______________________________
Notary Public

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

On the 30th day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

______________________________
Notary Public

Recapture Agreement
Signature page 2 of 2

JOHN WALSER
Notary Public, State of New York
Registration # 01WA6195090
 Qualified in Suffolk County
Commission Expires October 20, 2016
STATE OF NEW YORK  
: SS:  
COUNTY OF  

On the ___ day of March in the year 2015 before me, the undersigned, personally appeared Michael Kellogg, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

__________________________
Notary Public

STATE OF NEW YORK  
: SS:  
COUNTY OF SUFFOLK  

On the 30th day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

__________________________
Notary Public

Recapture Agreement  
Signature page 2 of 2  

JOHN WALSER  
Notary Public, State of New York  
Registration # 01WA6185090  
Qualified in Suffolk County  
Commission Expires October 20, 2016
TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY
(TOWN OF ISLIP, NEW YORK)

and

CENTURY DIRECT, LLC

ENVIRONMENTAL COMPLIANCE
AND INDEMNIFICATION
AGREEMENT

Dated as of March 1, 2015

Town of Islip Industrial Development Agency
(Century Direct, LLC 2015 Facility)
IN WITNESS WHEREOF, the parties have caused this Environmental Compliance and Indemnification Agreement to be duly executed as of the day and year first above written.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: [Signature]
Name: William G. Mannix
Title: Executive Director

CENTURY DIRECT, LLC

By: [Signature]
Name: Michael Kellogg
Title: Chief Executive Officer
IN WITNESS WHEREOF, the parties have caused this Environmental Compliance and Indemnification Agreement to be duly executed as of the day and year first above written.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: [Signature]
Name: William G. Mannix
Title: Executive Director

CENTURY DIRECT, LLC

By: [Signature]
Name: Michael Kellogg
Title: Chief Executive Officer
IN WITNESS WHEREOF, the parties have caused this Environmental Compliance and Indemnification Agreement to be duly executed as of the day and year first above written.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: William G. Mannix
Name: William G. Mannix
Title: Executive Director

CENTURY DIRECT, LLC

By: Michael Kellogg
Name: Michael Kellogg
Title: Chief Executive Officer
IN WITNESS WHEREOF, the parties have caused this Environmental Compliance and Indemnification Agreement to be duly executed as of the day and year first above written.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: [Signature]
Name: William G. Mannix
Title: Executive Director

CENTURY DIRECT, LLC

By: [Signature]
Name: Michael Kellogg
Title: Chief Executive Officer
MEMORANDUM OF COMPANY LEASE

The undersigned CENTURY DIRECT, LLC, a limited liability company organized and existing under the laws of the State New York, having an office at 130 Hoffman Lane, Islandia, New York 11749 (the “Company”), and the TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY, a public benefit corporation of the State of New York, having its office at 40 Nassau Avenue, Islip, New York 11751 (the “Agency”), entered into a Company Lease Agreement as of March 1, 2015 (the “Company Lease”). The Company Lease covers the premises described in Exhibit A attached hereto and made a part hereof.

The Company Lease provides for the rental of the premises by the Agency for a term commencing on March 31, 2015 and terminating at 11:59 p.m. on November 30, 2025 unless extended for a one five (5) year extension ending at 11:59 p.m. on November 30, 2030 (the “Company Lease Term”).

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

Premises: 130 Hoffman Lane, Islandia, Town of Islip, New York

Tax Mailing Address: 130 Hoffman Lane, Islandia, New York 11749

Tax Map Number: 0504-007.00-02.00-006.000

Record and return to:
Nixon Peabody LLP
1300 Clinton Square
Rochester, New York 14604
Attention: Jessica L. Paulin, Esq.
TOWN OF ISLIP INDUSTRIAL
DEVELOPMENT AGENCY

By: 
Name: William G. Mannix
Title: Executive Director

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

On the 30th day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

[Signature]
Notary Public

JOHN WALSER
Notary Public, State of New York
Registration # 01WA6195099
Qualified in Suffolk County
Commission Expires October 20, 2016

Memorandum of Company Lease
Signature Page 2 of 2
TOWN OF ISLIP INDUSTRIAL
DEVELOPMENT AGENCY

By: [Signature]
Name: William G. Mannix
Title: Executive Director

STATE OF NEW YORK )
COUNTY OF SUFFOLK )

: SS.: 

On the 30th day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

[Signature]
Notary Public

JOHN WALSER
Notary Public, State of New York
Registration # 01WA6195090
Qualified in Suffolk County
Commission Expires October 20, 2016

Memorandum of Company Lease
Signature Page 2 of 2
TOWN OF ISLIP INDUSTRIAL
DEVELOPMENT AGENCY

By: __________________________
Name: William G. Mannix
Title: Executive Director

STATE OF NEW YORK  )
                      :
COUNTY OF SUFFOLK  )

On the 30th day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

________________________
Notary Public

JOHN WALSER
Notary Public, State of New York
Registration # 01WA6195090
Qualified in Suffolk County
Commission Expires October 20, 2016

Memorandum of Company Lease
Signature Page 2 of 2
TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: ________________________________
Name: William G. Mannix
Title: Executive Director

STATE OF NEW YORK )
COUNTY OF SUFFOLK )

On the 30th day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

__________________________
Notary Public

JOHN WALSER
Notary Public, State of New York
Registration # 01WA6105090
Qualified in Suffolk County
Commission Expires October 20, 2016

Memorandum of Company Lease
Signature Page 2 of 2
MEMORANDUM OF LEASE

The undersigned TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY, a public benefit corporation of the State of New York, having its office at 40 Nassau Avenue, Islip, New York 11751 (the “Agency”), as sub-sublessor, and CENTURY DIRECT, LLC, a limited liability company organized and existing under the laws of the State of New York, having an office at 130 Hoffman Lane, Islandia, New York 11749 (the “Company”), as sub-sublessee, entered into a Lease Agreement dated as of March 1, 2015 (the “Lease Agreement”). The Lease Agreement covers the premises described in Exhibit A attached hereto and made a part hereof.

The Lease Agreement provides for the rental of the premises by the Company for a term commencing on March 31, 2015, and terminating at 11:59 p.m. on November 30, 2025 unless extended for a one five (5) year extension ending at 11:59 p.m. on November 30, 2030 (the “Lease Term”).

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

Premises: 130 Hoffman Lane, Islandia, Town of Islip, New York
Tax Mailing Address: 130 Hoffman Lane, Islandia, New York 11749
Tax Map Number: 0504-007.00-02.00-006.000

Record and return to:
Nixon Peabody LLP
1300 Clinton Square
Rochester, New York 14604
Attention: Jessica L. Paulin, Esq.
IN WITNESS WHEREOF, the Agency and the Company have caused this Memorandum of Lease to be executed in their respective names as of the 31st day of March, 2015.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: [Signature]
Name: William G. Mannix
Title: Executive Director

STATE OF NEW YORK    
COUNTY OF SUFFOLK

On the 30th day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

[Signature]
Notary Public

JOHN WALSER
Notary Public, State of New York
Registration # 01WA6195090
Qualified in Suffolk County
Commission Expires October 20, 2016

Memorandum of Lease
Signature Page 1 of 2
IN WITNESS WHEREOF, the Agency and the Company have caused this Memorandum of Lease to be executed in their respective names as of the 31st day of March, 2015.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: William G. Mannix
Name: William G. Mannix
Title: Executive Director

STATE OF NEW YORK  )
                      :
COUNTY OF SUFFOLK   )

On the 30th day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

Notary Public

JOHN WALSER
Notary Public, State of New York
Registration # 01WA6195090
Qualified in Suffolk County
Commission Expires October 20, 2016

Memorandum of Lease
Signature Page 1 of 2
IN WITNESS WHEREOF, the Agency and the Company have caused this Memorandum of Lease to be executed in their respective names as of the 31st day of March, 2015.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: 
Name: William G. Mannix
Title: Executive Director

STATE OF NEW YORK )
COUNTY OF SUFFOLK )

On the 30th day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

Notary Public

JOHN WALSER
Notary Public, State of New York
Registration # 01WA6199090
Qualified in Suffolk County
Commission Expires October 20, 2016

Memorandum of Lease
Signature Page 1 of 2
IN WITNESS WHEREOF, the Agency and the Company have caused this Memorandum of Lease to be executed in their respective names as of the 31st day of March, 2015.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: [Signature]
Name: William G. Mannix
Title: Executive Director

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

On the 30th day of March in the year 2015, before me, the undersigned, personally appeared William G. Mannix, 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 within instrument, the individual, or the person or entity on behalf of which the individual acted, executed the instrument.

[Signature]
Notary Public

JOHN WALSER
Notary Public, State of New York
Registration # 01WA8195090
Qualified in Suffolk County
Commission Expires October 20, 2016

Memorandum of Lease
Signature Page 1 of 2
CLOSING CERTIFICATE OF
TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

1, the undersigned officer of the Town of Islip Industrial Development Agency (the "Agency"), DO HEREBY CERTIFY THAT:

1. I am the officer of the Agency indicated by the official title set forth opposite my signature to this Certificate.

2. I did officially cause the following documents (hereinafter referred to collectively as the “Agency Documents”) to be executed in the name of the Agency by the signing of each of such Agency Documents with the signature of the Chairman, the Executive Director or any other member of the Agency:

   (a) The Company Lease Agreement, dated as of March 1, 2015 (the “Company Lease”), by and between Century Direct, LLC (the “Company”), as sublessor, and the Agency, as sublessee; and

   (b) The Lease Agreement, dated as of March 1, 2015 (the “Lease Agreement”), by and between the Agency, as sub-sublessor, and the Company, as sub-sublessee; and

   (c) The Payment-in-Lieu-of-Tax Agreement, dated as of March 1, 2015 (the “PILOT Agreement”), by and between the Agency and the Company; and

   (d) The Environmental Compliance and Indemnification Agreement, dated as of March 1, 2015 (the “Environmental Compliance and Indemnification Agreement”), from the Company to the Agency; and

   (e) The Recapture Agreement, dated as of March 1, 2015 (the “Recapture Agreement”), by and between the Company and the Agency.

3. I did officially cause all certificates necessary for the transaction and included in the Transcript of Proceedings to be executed, as required, in the name of the Agency by the signing of each of such certificates with the signature of the Chairman, the Executive Director or any other member of the Agency.

4. On the date of delivery of such Agency Documents, which is also the date of this Certificate, I am the duly chosen and acting officer indicated on such Agency Documents and on this Certificate, and am duly authorized to cause such Agency Documents and certificates to be executed as recited above.
WITNESS our official signatures as of the 31st day of March, 2015.

<table>
<thead>
<tr>
<th>NAME</th>
<th>SIGNATURE</th>
<th>OFFICIAL TITLE</th>
</tr>
</thead>
<tbody>
<tr>
<td>William G. Mannix</td>
<td></td>
<td>Executive Director</td>
</tr>
</tbody>
</table>
WITNESS our official signatures as of the 31st day of March, 2015.

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</tr>
</thead>
<tbody>
<tr>
<td>William G. Mannix</td>
<td>[Signature]</td>
<td>Executive Director</td>
</tr>
</tbody>
</table>
WITNESS our official signatures as of the 31st day of March, 2015.

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<thead>
<tr>
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</tr>
</thead>
<tbody>
<tr>
<td>William G. Mannix</td>
<td>[Signature]</td>
<td>Executive Director</td>
</tr>
</tbody>
</table>
WITNESS our official signatures as of the 31st day of March, 2015.

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<thead>
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<th>NAME</th>
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</tr>
</thead>
<tbody>
<tr>
<td>William G. Mannix</td>
<td></td>
<td>Executive Director</td>
</tr>
</tbody>
</table>
AFFIDAVIT

William G. Mannix, being duly sworn, deposes and says:

1. That he resides in the Town of Islip, New York, and is the duly appointed Executive Director of the Town of Islip Industrial Development Agency, a public benefit corporation duly organized and existing under the laws of the State of New York, having its office at 40 Nassau Avenue, Islip, New York 11751 (the “Agency”).

2. That the Agency is acquiring a subleasehold interest from Century Direct, LLC, a limited liability company organized and existing under the laws of the State of New York (the “Company”), in certain real property situate in the Town of Islip, Suffolk County and State of New York (the “State”) and more particularly described on Exhibit A attached hereto, pursuant to a Company Lease Agreement, dated as of March 1, 2015 (the “Company Lease”), from the Company, as sublessor, to the Agency, as sublessee, and a Memorandum of said Company Lease, will be recorded in the office of the Clerk of Suffolk County, New York.

3. That the Agency is sub-leasing the property described on Exhibit A attached hereto, to the Company pursuant to the terms of a Lease Agreement, dated as of March 1, 2015 (the “Lease Agreement”), between the Agency, as sub-sublessor and the Company, as sub-sublessee, and a Memorandum of said Lease Agreement (the “Memo of Lease”), will be recorded in the office of the Clerk of Suffolk County, New York.

4. That, the Agency and the Company have executed and delivered a certain Recap capture Agreement, dated as of March 1, 2015 (the “Recapture Agreement”), which is intended to be recorded in the office of the Clerk of Suffolk County, New York immediately following the Memo of Lease.

5. That in said Recap capture Agreement and elsewhere, the Agency covenants that it will record or cause the Recap capture Agreement to be recorded in all offices where recordation thereof is necessary.

6. That in the opinion of your deponent, no mortgage recording tax is due or payable in connection with the recording of the Recap capture Agreement because the Agency is exempt from the payment of mortgage recording tax by reason of Sections 874 and 876 of the General Municipal Law of the State of New York.

(Remainder of Page Intentionally Left Blank- Signature Page Follows)
WHEREFORE, your deponent respectfully requests that the Recapture Agreement be recorded without the imposition of any mortgage recording tax.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: William G. Mannix
Name: William G. Mannix
Title: Executive Director

Subscribed and sworn to before me this 30th day of March, 2015.

[Signature]
Notary Public

JOHN WALSER
Notary Public, State of New York
Registration # 01WAS165090
Qualified in Suffolk County
Commission Expires October 20, 2015
WHEREFORE, your deponent respectfully requests that the Recapture Agreement be recorded without the imposition of any mortgage recording tax.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By:  
Name:  William G. Mannix
Title:  Executive Director

Subscribed and sworn to before me this 30th day of March, 2015.

Notary Public

JOHN WALSER
Notary Public, State of New York
Registration # 01WA6195000
Qualified in Suffolk County
Commission Expires October 20, 2016
WHEREFORE, your deponent respectfully requests that the Recapture Agreement be recorded without the imposition of any mortgage recording tax.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: [Signature]
Name: William G. Mannix
Title: Executive Director

Subscribed and sworn to before me this 30th day of March, 2015.

Notary Public

JOHN WALSER
Notary Public, State of New York
Registration # 01WA6105090
Qualified in Suffolk County
Commission Expires October 20, 2016
WHEREFORE, your deponent respectfully requests that the Recapture Agreement be recorded without the imposition of any mortgage recording tax.

TOWN OF ISLIP INDUSTRIAL DEVELOPMENT AGENCY

By: [Signature]
Name: William G. Mannix
Title: Executive Director

Subscribed and sworn to before me this 30th day of March, 2015.

Notary Public

JOHN WALSER
Notary Public, State of New York
Registration # 01WA6185099
Qualified in Suffolk County
Commission Expires October 20, 20__
INDUSTRIAL DEVELOPMENT AGENCIES
APPLICATION FOR REAL PROPERTY TAX EXEMPTION
(Real Property Tax Law, Section 412-a and General Municipal Law, Section 874)

1. INDUSTRIAL DEVELOPMENT AGENCY (IDA)
   Name: Town of Islip Industrial Development Agency
   Street: 40 Nassau Avenue
   City: Islip 11751
   Telephone no.: Day (631) 224-5488
   Evening (___)
   Contact: William G. Mannix
   Title: Executive Director

2. OCCUPANT (IF OTHER THAN IDA)
   (If more than one occupant attach separate listing)
   Name: Century Direct, LLC
   Street: 130 Hoffman Lane
   City: Islandia 11749
   Telephone no.: Day (___)
   Evening (___)
   Contact: Michael T. Kellogg
   Title: Chief Executive Officer

3. DESCRIPTION OF PARCEL
   a. Assessment roll description (tax map no./roll year) 0504-007.00-02.00-006.000
   b. Street address: 130 Hoffman Lane
   c. City, Town or Village: Islandia
   d. School District: Hauppauge
   e. County: Suffolk
   f. Current assessment: $_______
   g. Deed to IDA (date recorded; liber and page) N/A - see #5e

4. GENERAL DESCRIPTION OF PROPERTY
   (if necessary, attach plans or specifications)
   a. Brief description (include property use)
      Renovation and equipping of a building for use in commercial printing, data and mailing services.
   b. Type of construction: unavailable
   c. Square footage: app. 30,000 sq ft
   d. Total cost: app. $_______
   e. Date construction commenced: unavailable
   f. Projected expiration of exemption (i.e., date when property is no longer possessed, controlled, supervised or under the jurisdiction of IDA)
      November 30, 2029

5. SUMMARIZE AGREEMENT (IF ANY) AND METHOD TO BE USED FOR PAYMENTS TO BE MADE TO MUNICIPALITY REGARDLESS OF STATUTORY EXEMPTION
   (Attach copy of the agreement or extract of the terms relating to the project)
   a. Formula for payment: see attached PILOT Agreement
   b. Projected expiration date of agreement: November 30, 2029
c. Municipal corporations to which payments will be made

<table>
<thead>
<tr>
<th>County</th>
<th>Suffolk</th>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>Town/City</td>
<td>Hauppauge</td>
<td>Yes</td>
<td></td>
</tr>
<tr>
<td>Village</td>
<td>Hauppauge</td>
<td></td>
<td></td>
</tr>
<tr>
<td>School District</td>
<td>Hauppauge</td>
<td>Yes</td>
<td></td>
</tr>
</tbody>
</table>

d. Person or entity responsible for payment

<table>
<thead>
<tr>
<th>Name</th>
<th>Michael T. Kellogg</th>
</tr>
</thead>
<tbody>
<tr>
<td>Title</td>
<td>Chief Executive Officer</td>
</tr>
<tr>
<td>Address</td>
<td>130 Hoffman Lane</td>
</tr>
<tr>
<td></td>
<td>Islanida 11749</td>
</tr>
</tbody>
</table>

Telephone: [Redacted]

6. Is the property receiving or has the property ever received any other exemption from real property taxation? (check one) Yes ☑ No  

If yes, list the statutory exemption reference and assessment roll year on which granted:

exemption __________________ assessment roll year __________________

7. A copy of this application, including all attachments, has been mailed or delivered on 04/15/15 (date) to the chief executive official of each municipality within which the project is located as indicated in Item 3.

CERTIFICATION

1, William G. Mannix, Executive Director of

<table>
<thead>
<tr>
<th>Name</th>
<th>Town of Islanida Industrial Development Agency</th>
</tr>
</thead>
<tbody>
<tr>
<td>Title</td>
<td>Organization</td>
</tr>
</tbody>
</table>

hereby certify that the information on this application and accompanying papers constitutes a true statement of facts.

March 31, 2015

Signature

FOR USE BY ASSESSOR

1. Date application filed __________________

2. Applicable taxable status date __________________

3a. Agreement (or extract) date __________________

3b. Projected exemption expiration (year) __________________

4. Assessed valuation of parcel in first year of exemption $ __________________

5. Special assessments and special as valorem levies for which the parcel is liable: __________________

Date __________________ Assessor's signature __________________
**1. INDUSTRIAL DEVELOPMENT AGENCY (IDA)**

<table>
<thead>
<tr>
<th>Name</th>
<th>Town of Islip Industrial Development Agency</th>
</tr>
</thead>
<tbody>
<tr>
<td>Street</td>
<td>40 Nassau Avenue</td>
</tr>
<tr>
<td>City</td>
<td>Islip 11751</td>
</tr>
<tr>
<td>Telephone no.</td>
<td>Day (631) 224-5488</td>
</tr>
<tr>
<td>Contact</td>
<td>William G. Mannix</td>
</tr>
<tr>
<td>Title</td>
<td>Executive Director</td>
</tr>
</tbody>
</table>

**2. OCCUPANT (IF OTHER THAN IDA)**

(If more than one occupant attach separate listing)

<table>
<thead>
<tr>
<th>Name</th>
<th>Century Direct, LLC</th>
</tr>
</thead>
<tbody>
<tr>
<td>Street</td>
<td>130 Hoffman Lane</td>
</tr>
<tr>
<td>City</td>
<td>Islandia 11749</td>
</tr>
<tr>
<td>Telephone no.</td>
<td>Day (____)</td>
</tr>
<tr>
<td>Contact</td>
<td>Michael T. Kellogg</td>
</tr>
<tr>
<td>Title</td>
<td>Chief Executive Officer</td>
</tr>
</tbody>
</table>

**3. DESCRIPTION OF PARCEL**

<table>
<thead>
<tr>
<th>a. Assessment roll description (tax map no./roll year)</th>
<th>d. School District Hauppauge</th>
</tr>
</thead>
<tbody>
<tr>
<td>0504-007.00-02.00-006.000</td>
<td></td>
</tr>
<tr>
<td>b. Street address</td>
<td>e. County Suffolk</td>
</tr>
<tr>
<td>130 Hoffman Lane</td>
<td>f. Current assessment $</td>
</tr>
<tr>
<td>c. City, Town or Village</td>
<td>g. Deed to IDA (date recorded; liber and page)</td>
</tr>
<tr>
<td>Islandia</td>
<td>N/A - see #5e</td>
</tr>
</tbody>
</table>

**4. GENERAL DESCRIPTION OF PROPERTY**

(if necessary, attach plans or specifications)

<table>
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<tr>
<th>a. Brief description (include property use)</th>
<th>f. Projected expiration of exemption (i.e. date when property is no longer possessed, controlled, supervised or under the jurisdiction of IDA)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Renovation and equipping of a building for use in commercial printing, data and mailing service.</td>
<td></td>
</tr>
<tr>
<td>b. Type of construction unavailable</td>
<td>November 30, 2029</td>
</tr>
<tr>
<td>c. Square footage app. 30,000 sq ft</td>
<td></td>
</tr>
<tr>
<td>d. Total cost app. $</td>
<td></td>
</tr>
<tr>
<td>e. Date construction commenced unavailable</td>
<td></td>
</tr>
</tbody>
</table>

**5. SUMMARIZE AGREEMENT (IF ANY) AND METHOD TO BE USED FOR PAYMENTS TO BE MADE TO MUNICIPALITY REGARDLESS OF STATUTORY EXEMPTION**

(Attach copy of the agreement or extract of the terms relating to the project).

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</table>

| b. Projected expiration date of agreement November 30, 2029 |
c. Municipal corporations to which payments will be made

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<td>Yes</td>
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</tr>
<tr>
<td>Telephone</td>
<td></td>
</tr>
</tbody>
</table>

6. Is the IDA the owner of the property? Yes/No (circle one)

If “No” identify owner and explain IDA rights or interest in an attached statement. The IDA has a leasehold interest in the property pursuant to a Co-Lease Agreement, dated as of March 1, 2015, a memo of Co-Lease has been submitted for recording, Liber & Page unavailable.

7. A copy of this application, including all attachments, has been mailed or delivered on 04/15 (date) to the chief executive official of each municipality within which the project is located as indicated in Item 3.

CERTIFICATION

I, William G. Mannix, Executive Director of
Town of Islip Industrial Development Agency hereby certify that the information on this application and accompanying papers constitutes a true statement of facts.

March 31, 2015
Date

FOR USE BY ASSESSOR

1. Date application filed

2. Applicable taxable status date

3a. Agreement (or extract) date

3b. Projected exemption expiration (year)

4. Assessed valuation of parcel in first year of exemption $

5. Special assessments and special as valorem levies for which the parcel is liable:

Date

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

Schedule A — Information relating to conveyance

<table>
<thead>
<tr>
<th>Grantor/Transferor</th>
<th>Name (if individual, last, first, middle initial) (☐ check if more than one grantor)</th>
<th>Social security number</th>
</tr>
</thead>
<tbody>
<tr>
<td>☐ Individual</td>
<td>Century Direct, LLC</td>
<td></td>
</tr>
<tr>
<td>☐ Corporation</td>
<td>Mailing address</td>
<td></td>
</tr>
<tr>
<td>☐ Partnership</td>
<td>130 Hoffman Lane</td>
<td></td>
</tr>
<tr>
<td>☐ Estate/Trust</td>
<td>☐ Single member LLC</td>
<td></td>
</tr>
<tr>
<td>☒ Other LLC</td>
<td>City</td>
<td>State</td>
</tr>
<tr>
<td></td>
<td>Islip</td>
<td>NY</td>
</tr>
<tr>
<td>☐ Other LLC</td>
<td>Single member's name if grantor is a single member LLC (see instructions)</td>
<td>Single member EIN or SSN</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Grantee/Transfee</th>
<th>Name (if individual, last, first, middle initial) (☐ check if more than one grantee)</th>
<th>Social security number</th>
</tr>
</thead>
<tbody>
<tr>
<td>☐ Individual</td>
<td>Town of Islip Industrial Development Agency</td>
<td></td>
</tr>
<tr>
<td>☐ Corporation</td>
<td>Mailing address</td>
<td></td>
</tr>
<tr>
<td>☐ Partnership</td>
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<td></td>
</tr>
<tr>
<td>☐ Estate/Trust</td>
<td>☐ Single member LLC</td>
<td></td>
</tr>
<tr>
<td>☒ Other LLC</td>
<td>City</td>
<td>State</td>
</tr>
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<td></td>
<td>Islip</td>
<td>NY</td>
</tr>
<tr>
<td>☐ Other LLC</td>
<td>Single member's name if grantee is a single member LLC (see instructions)</td>
<td>Single member EIN or SSN</td>
</tr>
</tbody>
</table>

Location and description of property conveyed

<table>
<thead>
<tr>
<th>Tax map designation — Section, block &amp; lot (include dots and dashes)</th>
<th>SWIS code (six digits)</th>
<th>Street address</th>
<th>City, town, or village</th>
<th>County</th>
</tr>
</thead>
<tbody>
<tr>
<td>0054-007.00-02.00-006.000C</td>
<td></td>
<td>130 Hoffman Lane</td>
<td></td>
<td>Suffolk</td>
</tr>
</tbody>
</table>

Type of property conveyed (check applicable box)

| 1 ☐ One- to three-family house | 5 ☒ Commercial/Industrial |
| 2 ☐ Residential cooperative   | 6 ☐ Apartment building    |
| 3 ☐ Residential condominium   | 7 ☐ Office building       |
| 4 ☐ Vacant land               | 8 ☐ Other                 |

Date of conveyance: 03 31 2015

Percentage of real property conveyed which is residential
real property

Condition of conveyance (check all that apply)

<table>
<thead>
<tr>
<th>condition of conveyance</th>
<th>description</th>
</tr>
</thead>
<tbody>
<tr>
<td>☐ Conveyance of fee interest</td>
<td></td>
</tr>
<tr>
<td>☐ Acquisition of a controlling interest (state percentage acquired ____________)%</td>
<td></td>
</tr>
<tr>
<td>☐ Transfer of a controlling interest (state percentage transferred ____________)%</td>
<td></td>
</tr>
<tr>
<td>☐ Conveyance to cooperative housing corporation</td>
<td></td>
</tr>
<tr>
<td>☐ Conveyance pursuant to or in lieu of foreclosure or enforcement of security interest (attach Form TP-584.1, Schedule B)</td>
<td></td>
</tr>
<tr>
<td>☐ Conveyance of air rights or development rights</td>
<td></td>
</tr>
<tr>
<td>☐ Contract assignment</td>
<td></td>
</tr>
<tr>
<td>☐ Option assignment or surrender</td>
<td></td>
</tr>
<tr>
<td>☐ Leasehold assignment or surrender</td>
<td></td>
</tr>
<tr>
<td>☐ Leasehold grant</td>
<td></td>
</tr>
<tr>
<td>☐ Conveyance of an easement</td>
<td></td>
</tr>
<tr>
<td>☐ Conveyance for which exemption from transfer tax claimed (complete Schedule B, Part III)</td>
<td></td>
</tr>
<tr>
<td>☐ Conveyance of property party within and partly outside the state</td>
<td></td>
</tr>
<tr>
<td>☐ Conveyance pursuant to divorce or separation</td>
<td></td>
</tr>
<tr>
<td>☐ Other (describe)</td>
<td></td>
</tr>
</tbody>
</table>

For recording officer's use

<table>
<thead>
<tr>
<th>Amount received</th>
<th>Date received</th>
<th>Transaction number</th>
</tr>
</thead>
<tbody>
<tr>
<td>Schedule B, Part I $</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Schedule B, Part II $</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Schedule C — Credit Line Mortgage Certificate (Tax Law, Article 11)

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

I (we) certify that: (check 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:
   □ 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.
   □ 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).
   □ The transfer of real property is a transfer to a trustee in bankruptcy, a receiver, assignee, or other officer of a court.
   □ The maximum principal amount secured by the credit line mortgage is $3,000,000 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.

   Please note: for purposes of determining whether the maximum principal amount secured is $3,000,000 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(8)-R for more information regarding these aggregation requirements.

□ 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 certificate of discharge of the credit line mortgage is being offered at the time of recording the deed.
   □ A check has been drawn payable for transmission to the credit line mortgagee or his 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 or, if the recording is to take place in New York City but not in Richmond County, make check payable to the NYC Department of Finance.)

Signature (both the grantor(s) and grantee(s) 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 his/her 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.

Chief Executive Officer

Michael T. Kellogg
Century Holdings, LLC

Grantee signature

Title

Grantee signature

Town of Islip Industrial Development Agency

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 checked e, f, or g in Schedule A, did you complete Form TP-584.17? Have you attached your check(s) made payable to the county clerk where recording will take place or, if the recording is in the New York City boroughs of Manhattan, Bronx, Brooklyn, or Queens, to the NYC Department of Finance? If no recording is required, send your check(s), made payable to the Department of Taxation and Finance, directly to the NYS Tax Department, RETT Return Processing, PO Box 5045, Albany NY 12205-5045.
Schedule C — Credit Line Mortgage Certificate (Tax Law, Article 11)

Complete the following only if the interest being transferred is a fee simple interest.
I (we) certify that: (check 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:
   ☐ 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.
   ☐ 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 transferee 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 trustee for the benefit of the transferee).
   ☐ The transfer of real property is a transfer to a trustee in bankruptcy, a receiver, assignee, or other officer of a court.
   ☐ The maximum principal amount secured by the credit line mortgage is $3,000,000 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.

   Please note: for purposes of determining whether the maximum principal amount secured is $3,000,000 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.

☐ 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 certificate of discharge of the credit line mortgage is being offered at the time of recording the deed.
   ☐ A check has been drawn payable for transmission to the credit line mortgagee or his 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 or, if the recording is to take place in New York City but not in Richmond County, make check payable to the NYC Department of Finance.)

Signature (both the grantor(s) and grantee(s) 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 his/her 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.

[Signatures and titles]

Reminder: Did you complete all of the required information in Schedules A, B, and C? Are you required to complete Schedule D? If you checked e, f, or g in Schedule A, did you complete Form TP-S84 1? Have you attached your check(s) made payable to the county clerk where recording will take place or, if the recording is in the New York City boroughs of Manhattan, Bronx, Brooklyn, or Queens, to the NYC Department of Finance? If no recording is required, send your check(s), made payable to the Department of Taxation and Finance, directly to the NYS Tax Department, RETT Return Processing, PO Box 5045, Albany NY 12205-5045.
**New York State Department of Taxation and Finance**

**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**

<table>
<thead>
<tr>
<th>Field</th>
<th>Information</th>
</tr>
</thead>
<tbody>
<tr>
<td>Grantor/Transferee</td>
<td></td>
</tr>
<tr>
<td>Individual</td>
<td></td>
</tr>
<tr>
<td>Corporation</td>
<td></td>
</tr>
<tr>
<td>Partnership</td>
<td></td>
</tr>
<tr>
<td>Estate/Trust</td>
<td></td>
</tr>
<tr>
<td>Single member LLC</td>
<td></td>
</tr>
<tr>
<td>Other</td>
<td></td>
</tr>
<tr>
<td>Name (if individual, last, first, middle init)</td>
<td></td>
</tr>
<tr>
<td>Town of Islip Industrial Development Agency</td>
<td></td>
</tr>
<tr>
<td>Mailing address</td>
<td></td>
</tr>
<tr>
<td>City</td>
<td></td>
</tr>
<tr>
<td>State</td>
<td></td>
</tr>
<tr>
<td>ZIP code</td>
<td></td>
</tr>
<tr>
<td>Social security number</td>
<td></td>
</tr>
<tr>
<td>Federal EIN</td>
<td></td>
</tr>
<tr>
<td>Single member EIN or SSN</td>
<td></td>
</tr>
</tbody>
</table>

| Grantee/Transferee                         |             |
| Individual                                 |             |
| Corporation                                |             |
| Partnership                                |             |
| Estate/Trust                               |             |
| Single member LLC                          |             |
| Other                                       |             |
| Name (if individual, last, first, middle init) |             |
| Century Direct, LLC                         |             |
| Mailing address                            |             |
| City                                       |             |
| State                                      |             |
| ZIP code                                   |             |
| Social security number                     |             |
| Federal EIN                                |             |
| Single member EIN or SSN                   |             |

---

**Location and description of property conveyed**

<table>
<thead>
<tr>
<th>Tax map designation — Section, block &amp; lot (include dots and dashes)</th>
<th>SWIS code (six digits)</th>
<th>Street address</th>
<th>City, town, or village</th>
<th>County</th>
</tr>
</thead>
<tbody>
<tr>
<td>0504-007.00-02.00-006.000</td>
<td>130 Hoffman Lane</td>
<td>Hauppauge</td>
<td>Suffolk</td>
<td></td>
</tr>
</tbody>
</table>

---

**Type of property conveyed (check applicable box):**

<table>
<thead>
<tr>
<th>Number</th>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>One- to three-family house</td>
</tr>
<tr>
<td>2</td>
<td>Residential cooperative</td>
</tr>
<tr>
<td>3</td>
<td>Residential condominium</td>
</tr>
<tr>
<td>4</td>
<td>Vacant land</td>
</tr>
<tr>
<td>5</td>
<td>Commercial/Industrial</td>
</tr>
<tr>
<td>6</td>
<td>Apartment building</td>
</tr>
<tr>
<td>7</td>
<td>Office building</td>
</tr>
</tbody>
</table>

---

**Condition of conveyance (check all that apply):**

<table>
<thead>
<tr>
<th>Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>a. Conveyance of fee interest</td>
</tr>
<tr>
<td>b. Acquisition of a controlling interest (state percentage acquired)</td>
</tr>
<tr>
<td>c. Transfer of a controlling interest (state percentage transferred)</td>
</tr>
<tr>
<td>d. Conveyance to cooperative housing corporation</td>
</tr>
<tr>
<td>e. Conveyance pursuant to or in lieu of foreclosure or enforcement of security interest</td>
</tr>
<tr>
<td>f. Conveyance which consists of a mere change of identity or form of ownership or organization</td>
</tr>
<tr>
<td>g. Conveyance for which credit for tax previously paid will be claimed</td>
</tr>
<tr>
<td>h. Conveyance of cooperative apartment(s)</td>
</tr>
<tr>
<td>i. Option assignment or surrender</td>
</tr>
<tr>
<td>m. Leasehold assignment or surrender</td>
</tr>
<tr>
<td>n. Leasehold grant</td>
</tr>
<tr>
<td>o. Conveyance of an easement</td>
</tr>
<tr>
<td>p. Conveyance for which exemption from transfer tax claimed (complete Schedule B, Part III)</td>
</tr>
<tr>
<td>q. Conveyance of property partly within and partly outside the state</td>
</tr>
<tr>
<td>r. Conveyance pursuant to divorce or separation</td>
</tr>
<tr>
<td>s. Other (describe)</td>
</tr>
</tbody>
</table>

---

**For recording officer's use**

<table>
<thead>
<tr>
<th>Field</th>
<th>Information</th>
</tr>
</thead>
<tbody>
<tr>
<td>Amount received</td>
<td></td>
</tr>
<tr>
<td>Date received</td>
<td></td>
</tr>
<tr>
<td>Transaction number</td>
<td></td>
</tr>
</tbody>
</table>

---

**Instructions**

- Complete Schedule A including all applicable fields.
- Attach Additional Information as necessary.
- Sign and date the form.

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**Schedule B, Part I**

<table>
<thead>
<tr>
<th>Schedule B, Part I</th>
<th>Amount received</th>
</tr>
</thead>
</table>

**Schedule B, Part II**

<table>
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<th>Amount received</th>
</tr>
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