

# The Cordish Companies

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The Power Plant  
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[www.cordish.com](http://www.cordish.com)

June 18, 2014

Mr. Jonathan Butler  
Brooklyn Flea LLC  
45 Main Street, Suite 1210  
Brooklyn, NY 11201  
917-804-7258

Dear Jonathan:

Per our discussions, we are an applicant for a gaming license in Orange County, New York. If successful in obtaining the license from the State of New York, our project, Live! Hotel & Casino New York, would be one of the largest casinos in the U.S. with an upscale hotel and spa, 3,200 slots, over 200 table games, multiple restaurants and bars and a 3,000+ seat live music venue. The \$750+ million project is located on over 100 acres of land, off Route 17 at Route 208 in South Blooming Grove, New York, less than an hour's drive from New York City.

This letter is to confirm our discussions that in the event our entity, OCCR Enterprises, LLC, is successful in obtaining a gaming license award from the New York Gaming Commission allowing it to build and operate a world-class hotel, gaming and entertainment facility on its site in Orange County, New York, we shall have the right to include Smorgasburg as a food and beverage use within the casino under similar terms and conditions to our omnibus deal currently in place. You have allowed me to disclose to the New York Gaming Commission and the public the intent to locate Smorgasburg in the project.

We value our relationship with your company and look forward to hosting another successful Smorgasburg destination in our Live! Hotel & Casino NY facility.

Best regards,

Joe Weinberg, President

**AGREED AND ACCEPTED THIS 18<sup>TH</sup> DAY OF JUNE, 2014**

Brooklyn Flea LLC



Jonathan Butler, Managing Member