

# The Cordish Companies

---

The Power Plant  
601 E. Pratt Street  
Baltimore, Maryland 21202  
410.347.2758  
[www.cordish.com](http://www.cordish.com)

June 16, 2014

Mr. David Overton  
Chairman & CEO  
Cheesecake Factory  
2691 Malibu Hills Road  
Calabasas, CA 91301

Dear David:

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, The Cheesecake Factory would be interested in leasing space in the complex for one of its signature Cheesecake Factory restaurants. You have allowed me to disclose to the New York Gaming Commission and the public the interest of the Cheesecake Factory to locate a restaurant in the project.

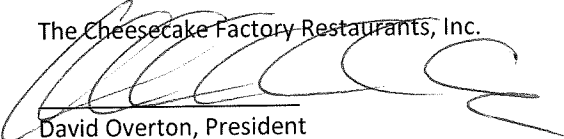
We value our relationship with The Cheesecake Factory and look forward to hosting another successful Cheesecake Factory restaurant in our Live! Hotel & Casino NY facility.

Best regards,

Joe Weinberg, President

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

The Cheesecake Factory Restaurants, Inc.

  
David Overton, President