

Core Application - Applicant General Information

The Core Application captures specific and general information about the Applicant and the Project. This section begins with a survey of "General Information," followed by a section that describes the Applicant's Interest or relationship to the project site. This helps establish eligibility and which benefits will be applied to the project.

Name:	Extell GT LLC
Address:	805 Third Avenue, 7th Floor, New York, NY 10022
Phone Number(s):	[REDACTED]
Fax Number(s):	[REDACTED]
E-mail Address:	
Website Address:	
Applicant EIN Number:	[REDACTED]
S.I.C. Code:	1531 speculative builders
NAICS Code:	

Date of Application: October 26, 2011

1. Applicable Program (please check one):

Manufacturing Facilities Bond Program

Empowerment Zone Facilities Bond Program

Industrial Incentive Program ("IIP")

Exempt Facilities Bond Program

Small Industrial Incentive Program ("SIIP")

SIIP is only available for Applicants with annual revenues of less than \$5 million and fewer than 100 employees; IIP is only available for Applicants with either annual revenues that are \$5 million or greater or 100 or more employees.

2. Officer of Applicant serving as contact person:

Name: Raizy Haas Firm: Extell GT LLC
Phone #: 212-712-6000 Fax #: 212-712-6100
E-mail Address: rhaas@extelldev.com Address: 805 Third Avenue, 7th Floor, New York, NY 10022

3. Attorney of Applicant:

Name: Michael Bailkin Firm: Akerman Senterfitt LLP
Phone #: 212-822-2201 Fax #: 212-880-8965
E-mail Address: michael.bailkin@akerman.com Address: 335 Madison Avenue, 26th Fl, New York, NY 10017

4. Accountant of Applicant:

Name: Jeffrey Levine Firm: Margolin, Winer and Evans LLP
Phone #: 516-420-2401 Fax #: 516-747-6707
E-mail Address: jlevine@mwellp.com Address: 400 Garden City Plaza, 5th Fl, Garden City, NY 11530

5. Other Advisor/Consultant to Applicant (if applicable):

Name: Beth Zafonte Firm: Akerman Senterfitt LLP
Phone #: 212-822-2266 Fax #: 212-880-8965
E-mail Address: beth.zafonte@akerman.com Address: 335 Madison Avenue, 26th Fl, New York, NY 10017

6. Applicant is (check one of the following, as applicable):

- | | | |
|---|---|---|
| <input type="checkbox"/> General Partnership | <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> C Corporation |
| <input type="checkbox"/> S Corporation | <input checked="" type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Natural Person |
| <input type="checkbox"/> 501(c)(3) Organization | <input type="checkbox"/> Other (specify): _____ | |

7. Are any securities of Applicant publicly traded?

- Yes No

8. Applicant's state of incorporation or formation: Delaware

9. Applicant's date of incorporation or formation: December 12, 2004

10. States in which Applicant is qualified to do business: Qualified to do business in New York

11. Please provide a brief description of Applicant and nature of its business: _____
Real Estate Development entity formed for the express development purpose of the proposed NY Diamond Tower.

Core Application - Applicant Interest in Project Realty

Please note: An "Affiliate" means any individual, corporation, partnership, joint venture, sole proprietorship, limited liability company, trust or other entity that controls, is controlled by or is under common control with the Applicant or the "SPE" (defined herein below).

1. Please check all that apply:

- Applicant or an Affiliate is the fee simple owner of the Project realty.
- Applicant or an Affiliate is not currently, but expects to be the fee simple owner of the Project realty.
- Applicant or an Affiliate is not the owner of the Project realty, but is the occupant of a material portion thereof for the conduct of its business pursuant to a lease or other occupancy agreement.
- Applicant or an Affiliate is not the owner of the Project realty, but expects, immediately following the closing, to be the occupant of a material portion thereof for the conduct of its business pursuant to a lease or other occupancy agreement.
- None of the above categories fully describe Applicant and its relation to the Project realty, which may be more accurately described as follows (please provide copies of supporting documentation, as applicable):

Please note: Please pay particular attention to items 5, 6 and 16 in the Required Documents List (attached), which request additional information specific to the Project realty.

2. If a special-purpose entity ("SPE") that is owned and controlled by the Applicant will own or otherwise control the Project realty, the SPE will be a (check one of the following as applicable):

- General Partnership
- S Corporation
- Natural Person
- Limited Partnership
- Limited Liability Company
- Other (specify): _____
- C Corporation
- Not-for-profit 501(c)(3) Entity

Name of SPE: Extell GT LLC as applicant, see page 1
Address:
Phone Number(s):
Contact Person:
Title of Contact Person:
Affiliation of SPE to Applicant:
Owners of SPE and each respective ownership share:
SPE EIN Number:

Please note: If information required above for the SPE is unknown at time of Application submission, then please submit any missing information to the NYCIDA as soon as it becomes available.

3. Give the following information with respect to all present and proposed tenants and sub-tenants at the proposed project site. Provide information on an additional sheet if space is needed.

Company Name	Phone	Affiliation with Applicant	SF & Floors (Percent of Occupancy)	Lease Expiration	Tenant Business
Various Diamond and Jewelry Companies		Future Tenants	up to 630,000 RSF	condos	Diamond and Jewelry Related Businesses
Gemological Institute of America (GIA)		Future Tenants	+/- 25,000 sqft	condos	Research and Learning
Diamond and Jewelry Museum & Training Facility		Two separate entities that have yet to be formed	+/- 25,000 sqft	condos	Cultural and learning facilities

* Extell now has signed contracts for 88,000 sq. ft. of space to 26 industry companies, including a unit of 29,000 sq. ft. for the Gemological Institute of America ("GIA"); there are signed letters of intent for an additional 66,000 sq. ft. involving 12 companies, including a unit of 28,500 sq. ft. for the GIA Educational Center, and there is another 30,000 sq. ft. currently in active discussions with approximately 10 additional potential purchasers.

Core Application - Project Description and Financial Information

Please complete this section of the Application for each of the Project sites, defined as a facility (perhaps encompassing more than one address and/or block and lot) with either a distinct employment base (as evidenced through D.O.L. reporting) or with a separate and distinguishable source of funding for the acquisition, renovation or construction of the facility. **If more than one site exists for this Project, please make the requisite number of copies of this section and fill it out for each site.**

Site #	1
Borough:	Manhattan
Neighborhood:	Diamond District - Midtown
Block(s):	1262
Lot(s):	11, 12, 13, 14, 15, 16, 59, 60, 62, 63 and 162
Street address and zip code:	46th and 47th Street @ 6th Avenue
Zoning:	C6-4.5
Square footage of land:	24,120
Square footage of existing building(s):	N/A - demolition of former buildings is complete.
Number of floors:	38 story
Intended use(s) (e.g., office, retail, etc.):	Mixed Use - Office/Retail/Manufacturing

1. Please provide the following Project information:

a. Please provide a brief description of the proposed Project: Development of a dedicated Diamond & Jewelry Center, including retail space, manufacturers, training facilities, gem laboratory and other diamond & jewelry related businesses.

b. When does Applicant want Closing to occur (i.e., when does Applicant want the proceeds from the Bonds or other benefits sought to be available for the Project costs)? immediately after IDA Board Meeting

c. Indicate the estimated date for commencement of the Project: November 2007

d. Indicate the estimated date for the completion of the Project: December 2012 - core and shell

e. Is the Project site located in a New York State Empire Zone? _____

Yes No

If Yes, which zone? _____

f. Is the Project site located in the Federal Empowerment Zone? _____

Yes No

g. Will the Project require Uniform Land Use Review Procedure ("ULURP") approval? _____

Yes No

h. Will the Project require any other special permit or approval? _____

Yes No

If Yes, please explain: Permits required by the Department of Buildings

i. Is any governmental entity intended or proposed to be an occupant at the Project site?

Yes No

If Yes, please provide details: _____

j. Will the Project require a tax lot apportionment or subdivision? (Tax lot apportionment will be required for real estate tax benefits to commence.)

Yes No

If Yes, please provide details and timing: We are doing a merger of tax lots and a plan will be filed condoing the building.

2. Please complete the following summary of Project sources and uses:

Uses of Funds		Sources of Funds	
Land acquisition ³ (inc. financing fees & tax)	214,209,000	Bonds	
Building acquisition ³		Loan (1)	300,000,000
New construction ⁴	320,900,000	Loan (2)	150,000,000
Renovations		Capital campaign ⁵	
Fixed tenant improvements	63,000,000	Affiliate/employee loans	
Machinery and/or equipment		Company funds / Equity	232,793,000
Soft costs (define):	59,213,000	Fund balance ⁵	
Furnishings		Other equity (explain)	
Debt Service Reserve Fund ⁵		Other (explain) Tenant Fit-out (see note 1)	63,000,000
Capitalized interest ⁵	83,383,000	Other (explain) STE benefit (see note 2)	
Other (explain) Development Fee	5,088,000	Other (explain) MRT benefit	
Total Project Uses	745,793,000	Total Project Sources	745,793,000

3. Please list where machinery and equipment will be purchased and what percentage of total machinery and equipment relating to the Project this will represent:

- New York City Percentage of Total? TBD
- New York State (excluding NYC) Percentage of Total? _____
- United States (excluding NY State) Percentage of Total? _____
- Outside United States Percentage of Total? _____

(1) Tenant Improvements will be responsibility of condo purchasers. Estimated minimum investment is \$75/psf, maximum of \$125/psf. Assuming average of \$100/psf and 630,000 RSF of diamond industry users, total fit-out = \$63.0 million.

(2) Extell GT LLC is still determining the estimated STE and MRT benefit. The sum of these benefits will reduce the equity in the project.

³ Please estimate Land and Building acquisition costs separately if possible.

⁴ Please define New Construction on a separate piece of paper.

⁵ Applies to not-for-profit bond financings only

Core Application - Background Information on Applicant & Applicant's Affiliates

Please note: "Principal" means the following with respect to the Applicant and/or the SPE: all persons (entities or individuals) that control the Applicant and/or the SPE, and/or own more than 10 percent of either; all executive officers; all directors; and all members and general partners for, respectively, limited liability companies and partnerships.

Please answer the following questions and, if necessary, include additional information as an attachment:

1. Has Applicant, or any Affiliate or Principal, ever received, or is any such person or entity currently receiving, financial assistance or any other kind of discretionary benefit from any local, state or federal governmental entity or agency, or any public authority or public benefit corporation, or any local development corporation?
- Yes No If Yes, please provide details on an attached sheet.

Please note: local, state and federal governmental entities or agencies, public authorities or public benefit corporations, and local development corporations, shall be referred to as "Public Entity(ies)."

2. Has Applicant, or any Affiliate or Principal, or any existing or proposed occupant at the Project site, obtained, or is any such person or entity in the process of obtaining, or contemplating obtaining, other assistance from the NYCIDA?
- Yes No If Yes, please provide details on an attached sheet.

3. Has Applicant, or any Affiliate or Principal, ever defaulted on a loan or other obligation to a Public Entity?
- Yes No If Yes, please provide details on an attached sheet.

4. Has real property in which Applicant, or Affiliate or Principal, holds or has ever held an ownership interest and/or controlling interest of 25 percent or more, now or ever been (i) the subject of foreclosure (including a deed in lieu of foreclosure), or (ii) in arrears with respect to any type of tax, assessment or other imposition?
- Yes No If Yes, please provide details on an attached sheet.
- Extell 31/10 LLC, an Affiliate of the Applicant, deeded property back to Lender by a deed in lieu of foreclosure on July 1, 2010.

5. Does Applicant, or any Affiliate or Principal, have any contingent liabilities not already covered above (e.g., judgment liens, lis pendens, other liens, etc.)? Please include mortgage loans and other loans taken in the ordinary course of business only if in default.
- Yes No If Yes, please provide details on an attached sheet.

6. Has the Applicant, or any Affiliate or Principal, failed to file any required tax returns as and when required with appropriate governmental authorities?
- Yes No If Yes, please provide details on an attached sheet.

Please answer the following questions relating to the Applicant (if the space provided below is insufficient, please provide complete information on an attached sheet):

7. List major customers:

Company Name	Address	Contact	Phone	Percent of Revenues
N/A				

8. List major suppliers:

Company Name	Address	Contact	Phone
N/A			

9. List unions (if applicable):

Union Name	Address	Contact	Phone	Contact Expiration
N/A				

10. List banks:

Bank Name	Address	Contact	Phone	Type of Account
See Attached				

11. List licensing authorities, if applicable:

Company Name	Address	Contact	Phone	Percent of Revenues
N/A				

Core Application – Project Description and Financial Information

Question #10

List of Banks:

NYCB

James Carpenter
EVP, Chief Lending Officer, Mortgage Origination
One Jericho Plaza
Jericho, NY 11753
(516) 942-6003

EuroHypo

Mark Fisher
Director, Real Estate Investment Banking
1114 Avenue of the Americas
New York, NY 10036
(212) 479-5712

Capital One

Peter A Welch
Senior Vice President
275 Broadhollow Road
Melville, NY 11747
(631) 531-2178

Bank of America

Brad Dubeck
Vice President
Bank of America Tower
One Bryant Park
New York, NY 10036
(646) 855-2622

I, the undersigned officer/member/partner of Applicant, on behalf of Applicant, hereby request, represent, certify, understand, acknowledge and agree as follows:

I request that this Application, together with all materials and data submitted in support of this Application (collectively, these "Application Materials"), be submitted for review to the NYCIDA Board, in order to obtain from the NYCIDA Board an expression of intent to provide the benefits requested herein for the Project. I understand that this expression of intent will take the form of an inducement resolution to be adopted by the Board.

I represent that I have the authority to sign these Application Materials on behalf of, and to bind, Applicant.

I certify to the best of my knowledge and belief that all of the information provided in these Application Materials is accurate, true and correct. I understand that an intentional misstatement of fact, or, whether intentional or not, a material misstatement of fact, or the providing of materially misleading information, or the omission of a material fact, may cause the Board to reject the request made in the Application Materials.

I understand the following: that Applicant and Principals will be subject to a background check and actual or proposed subtenants may be subject to a background check; that the NYCIDA may be required under SEQR to make a determination as to the Project's environmental impact and that in the event the NYCIDA does determine that the Project will have an environmental impact, Applicant will be required to prepare, at its own expense, an environmental impact statement; that the decision of the Board to approve or to reject the request made in the Application Materials is a discretionary decision; that no Bonds may be issued (if Bonds are being requested) unless such Bonds are approved by the Mayor; that under the New York State Freedom of Information Law ("FOIL"), the NYCIDA may be required to disclose the Application Materials and the information contained therein (see Disclosure Policy and Procedure); and that Applicant shall be entirely responsible and liable for the fees referred to in these Application Materials, including (in the case of Bonds) but not limited to payment of the New York State bond issuance fees (if applicable to the Bonds in question) based upon the aggregate principal amount of the Bonds.

I further understand and agree as follows:

That in the event the Application Materials are not submitted to the Board for any reason including negative results obtained through the background check, and/or, with respect to Application Materials that are submitted to the Board, in the event the Board rejects same, then, under either of said circumstances, Applicant shall have no recourse against the NYCIDA or any other public or governmental entity or public benefit corporation (including NYCEDC), or any directors, officers, employees or agents of the foregoing (collectively, the "Public Participants"), for the Application Fee, or for other expenses incurred by Applicant or other parties on behalf thereof, or for damages or specific performance; and that the Application Fee is under all circumstances (including but not limited to the ones just described and the ones described in the next succeeding paragraph) non-refundable; and

That if the Board adopts an inducement resolution with respect to the request made in the Application Materials, such adoption shall not be deemed a guaranty that the Board will adopt an authorizing resolution; or that the NYCIDA will then provide the induced benefits; and

That Applicant shall indemnify the NYCIDA for fees and disbursements incurred by bond counsel (in the case of a Bond transaction) or by project counsel (in the case of a straight-lease transaction); and that bond counsel or project counsel (as applicable) shall be a third-party beneficiary of this indemnity to the NYCIDA regardless of whether a Closing occurs and if no Closing occurs, regardless of the reason thereafter and regardless of whether a Closing was within or without the control of any of the Public Participants; and

That in the event NYCIDA discloses the Application Materials in response to a request made pursuant to FOIL, Applicant hereby authorizes the NYCIDA to make such disclosure and hereby releases the NYCIDA from any claim or action that Applicant may have or might bring against the NYCIDA, its directors, officers, agents, employees and attorneys, by reason of such disclosure; and that Applicant agrees to defend, indemnify and hold the NYCIDA and, if applicable, the NYCEDC and their respective directors, officers, agents, employees and attorneys harmless (including without limitation for the cost of reasonable attorneys fees) against claims arising out of such disclosure as such claims may be made by any party including the Applicant, Affiliate, Owner or Principal, or by the officers, directors, employees and agents thereof.

I acknowledge and agree that the NYCIDA reserves the right in its sole and absolute discretion to request additional information, waive any requirements set forth herein, and/or amend the form of this Application, to the full extent permitted by applicable law.

Requested, Represented, Certified, Acknowledged, Understood and Agreed by Applicant,

this 26th day of October, 2001.

Name of Applicant: Extell GT LLC

By: Printed Name of Signer: Gary Barnett

Title of Signer: President

Signature: [Handwritten Signature]