CONFIRMATION AGREEMENT

THIS CONFIRMATION AGREEMENT ("Confirmation") is made as of the 18th day of February, 2015, by and between ROOSEVELT ISLAND OPERATING CORPORATION ("Landlord" or "RIOC"), a body corporate and politic constituting a political subdivision of the State of New York and a public benefit corporation having an office at 591 Main Street, Roosevelt Island, New York 10044, and MEPT OCTAGON LLC, a Delaware limited liability company ("Tenant"), having an office at c/o NewTower Trust Company, 3 Bethesda Metro Center, Suite 1600, Bethesda, MD 20814.

I. CONFIRMATION:

A. Landlord and Tenant entered into an Agreement of Lease dated as of November 3, 2004 (as previously amended, the "Lease"). Any capitalized term used but not defined in this Confirmation shall have the meaning assigned to such term in the Lease.

B. Landlord and Tenant hereby confirm that the Minimum Price Threshold is Two Hundred Seven Million Eight Hundred Ninety-Five Thousand Three Hundred Fifty-Eight and No/100 Dollars ($207,895,358).

II. MISCELLANEOUS:

1. Captions. The captions of this Confirmation are for convenience of reference only and in no way define, limit or describe the scope or intent of this Confirmation or in any way affect this Confirmation.

2. Counterparts. This Confirmation may be executed in any number of counterparts, all of which taken together shall constitute one and the same instrument, and any of the parties or signatories hereto may execute this Confirmation by signing any of such counterparts.

[Signature pages follow]

IN WITNESS WHEREOF, Landlord and Tenant have executed this Confirmation as of the day and year first above written.

LANDLORD:

ROOSEVELT ISLAND OPERATING CORPORATION

By: _____
Name: Charlene M. Indelicato
Title: President

TENANT:

MEPT OCTAGON LLC, a Delaware limited liability company

By: MEPT Edgemoor REIT LLC, a Delaware limited liability company, its Manager

By: NewTower Management LLC, a Delaware limited liability company, its Manager

By: NewTower Trust Company, a Maryland State trust company, its Sole Member

By: _____
Name: Robert B. Edwards
Title: President

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

On the 18th day of February, in the year 2015, before me, the undersigned, a Notary Public in and for said State, personally appeared Charlene M. Indelicato, 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 this instrument.

LADA V. STASKO
NOTARY PUBLIC-STATE OF NEW YORK
No. 02ST6260287
Qualified in Queens County
My Commission Expires April 23, 2016

Notary Public

STATE OF MARYLAND)
)ss.
COUNTY OF MONTGOMERY)

This instrument was acknowledged before me on March 13, 2015, by Robert B. Edwards, an officer of NewTower Trust Company, a Maryland State trust company, as the sole member of NewTower Management LLC, a Delaware limited liability company, as the Manager of MEPT Edgemoor REIT LLC, a Delaware limited liability company, as the Manager of MEPT Octagon LLC, a Delaware limited liability company, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity(ies) on behalf of the foregoing, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY of PERJURY under the laws of the State of Maryland that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature: Susan N. Miller
Name (Print): Susan N. Miller
NOTARY PUBLIC in and for the State
of Maryland, residing at Montgomery County
My appointment expires: March 20, 2016

[NOTARIAL SEAL]

