

## Risk Factors Comparison 2024-03-29 to 2023-03-31 Form: 10-K

Legend: **New Text** ~~Removed Text~~ Unchanged Text **Moved Text** Section

Our business, operations and financial condition are subject to various risks. Some of these risks are described below, and stockholders should take such risks into account when evaluating us or any investment decision involving us. This section does not describe all risks that may be applicable to us, our industry or our business, and it is intended only as a summary of certain material risk factors. Additional risks and uncertainties that we do not presently know about or that we currently believe are not material may also adversely affect our business. More detailed information concerning certain of the risk factors described below is contained in other sections of this Annual Report on Form 10-K. Stockholders should also refer to the other information contained in our periodic reports, including the Cautionary Note Regarding Forward-Looking Statements section, our consolidated financial statements and the related notes and Management's Discussion and Analysis of Financial Condition and Results of Operations section for a further discussion of the risks, uncertainties and assumptions relating to our business.

Risk Factors Related to **the Company After the Recapitalization Transaction**, ~~Our Business~~ ~~We have a limited amount of unrestricted cash and liquidity and variable cash needs. If we are not successful in consummating a strategic transaction, raising significant additional capital and / or receiving significant amounts on account of our claims involving 237 11th in a timely manner, we will have insufficient cash and liquidity to service our debt and pay operating expenses and other obligations over the next 12 months, which would have a material adverse effect on our business and financial condition. We have a limited amount of unrestricted cash and liquidity available for working capital and our cash needs are significant and variable under different circumstances, including near-term debt maturities and other payment obligations. The Company's cash and cash equivalents will not be sufficient to fund the Company's operations, debt service, amortization and maturities and corporate expenses over the next 12 months, unless we are able to extend or refinance our maturing debt and / or raise additional capital, creating substantial doubt about our ability to continue as a going concern. Management is currently in discussions with the Company's lenders regarding the deferment of upcoming payments and exploring opportunities to secure additional funding through the sale of assets, refinancings of outstanding indebtedness, and equity or debt financings or other sources. The Company also continues to explore a range of strategic and financing alternatives to maximize stockholder value. We have engaged our Advisors in connection with our strategic review process and to assist us in identifying and evaluating potential alternatives. Potential strategic alternatives that may be evaluated include securing an equity and / or debt financing of the Company, refinancing of existing debt, and / or a sale or merger or reverse merger of the Company. However, there is no assurance that we will be successful in reaching agreements with our lenders, consummating any such strategic transaction or obtaining capital sufficient to meet our operating needs, in each case, on terms or a timeframe acceptable to us or at all. In addition, if funds are raised by issuing equity securities, dilution to existing shareholders will result and future investors may purchase shares at prices below current market values and / or be granted rights superior to those of existing shareholders. Further, in the event that market conditions preclude our ability to consummate such transactions, we may be required to evaluate additional alternatives in restructuring our business and our capital structure, including but not limited to, filing for bankruptcy protection or seeking an out-of-court restructuring of our liabilities. See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operation-Liquidity and Capital Resources and Note 1 to our consolidated financial statements for more information regarding our ability to continue as a going concern and related matters. We have limited cash resources, generate minimal **our only source of revenues- revenue from operations is an asset management fee**, and are reliant on external sources of capital to fund ongoing operations. Our **prior** revenue generating activities ~~have did not yet produced-~~ **produce** sufficient funds for profitable operations and working capital. Accordingly, our continued operation will require raising additional capital on acceptable terms and entering into acceptable modifications to, or refinancings of, our indebtedness. We have relied and will continue to rely substantially upon equity and debt financing **and our asset management fees** to fund our ongoing operations. There can be no assurance that additional sources of capital will be available to us on commercially favorable terms. In addition, our inability to access the capital markets on favorable terms, because of a low stock price, unfavorable market conditions or otherwise, will affect our ability to execute our business plan as scheduled. If we are unable to raise capital on market terms, our ability to run our operations and / or grow through new acquisitions and investments, and thus become profitable, will be materially adversely impacted. We have not generated an operating profit and consequently our business plan is difficult to evaluate and our long-term viability cannot be assured. Since our formation, we have generated limited revenues and had negative cash flow from operations. The development of our business plan has required, and will continue to require, substantial capital expenditures. There can be no assurance that our business will be successful, that we will be able to achieve or maintain a profitable operation, or that we will not encounter unforeseen difficulties that may deplete our capital resources more rapidly than anticipated. There can be no assurance that we will achieve or sustain profitability or positive cash flows from our operating activities. We **may evaluate and potentially consummate a strategic transaction, which could require significant management attention, consume our financial resources, disrupt our business and adversely affect our results of operations, and we may fail to realize the anticipated benefits of such a strategic transaction. We believe that our success will depend, in part, on our ability to consummate a strategic transaction in the near-term. The identification of a suitable candidate for a strategic transaction can be difficult, time-consuming, and costly, and we may not be able to successfully complete identified strategic transactions. Strategic transactions are inherently risky, and ultimately, if we do not complete an announced strategic transaction successfully and in a timely manner, we may not realize the anticipated benefits of the strategic transaction. Achieving the anticipated**~~

benefits of any transaction involves a number of risks, including disruption of our ongoing business and distraction of our management and employees from daily operations or other opportunities and challenges, utilization of our financial resources for a transaction that may fail to realize the anticipated benefits, regulatory risks, including maintaining good standing with existing regulatory bodies or receiving any necessary approvals, and the failure of the due diligence processes to identify significant problems, liabilities or challenges of the strategic partner. Our failure to address these risks or other problems encountered in connection with any strategic transaction could cause us to fail to realize the anticipated benefits of the transaction, cause us to incur unanticipated liabilities and harm our business generally. In addition, such a transaction could also result in dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities, amortization expenses or the write-off of goodwill, any of which could harm our financial condition. We are subject to ~~at~~ The loss of key personnel upon whom we depend to operate our business or the inability to attract additional qualified personnel could adversely affect our business. We believe that our future success will depend in large part on our ability to retain or attract highly qualified and experienced management and ~~the other personnel~~ ~~end of the cure period,~~ including in particular our President and Mr. Chief Executive Officer, Matthew Messinger would. We may not be entitled ~~successful in retaining key personnel or in attracting other highly qualified personnel.~~ Any inability to ~~retain~~ ~~benefits set forth in~~ ~~or attract qualified management and the other personnel could~~ Employment Agreement. The parties have been and remain in active discussions regarding the terms of Mr. Messinger's continued employment by the Company, however there can be no assurance that a ~~material adverse effect~~ resolution will be reached in a timely manner and on favorable terms ~~our business,~~ if at all ~~results of operations and financial condition.~~ Our ability to utilize our NOLs to reduce future tax payments may be limited as a result of future transactions. We had approximately \$ 316 ~~275~~ . ~~6-8~~ million of federal NOLs and \$ 267.4 million of state NOLs and New York State and New York City prior NOL conversion subtraction pools of approximately \$ 27.9 million and \$ 22.9 million, respectively, as of December 31, 2023 ~~2022~~ . Section 382 of the Internal Revenue Code (the " Code "), limits the ability of a company to utilize its NOLs after an ownership change. For purposes of Section 382, an ownership change occurs if the percentage of the stock of the company owned by persons holding 5 % or more of the stock increases by more than 50 percentage points over a rolling three year lookback period. Generally, if an ownership change occurs, the annual taxable income limitation on our use of NOLs is equal to the product of the applicable long-term tax exempt rate and the value of our stock immediately before the ownership change. If we undergo an ownership change, our ability to utilize our NOLs would be subject to significant limitations. In addition, the 2017 tax legislation known as the Tax Cuts and Jobs Act (the " TCJA ") limited the deductibility of NOLs arising in tax years beginning after December 31, 2017 to 80 percent of taxable income (computed without regard to the net operating loss deduction) for the taxable year, and eliminated the ability of taxpayers to carryback such NOLs to prior years. These limitations were modified by the " Coronavirus Aid, Relief, and Economic Security ( CARES ) Act," signed into law on March 27, 2020. The CARES Act suspended the 80 % limitation on the use of NOLs for tax years beginning before January 1, 2021, and allowed losses arising in taxable years beginning after December 31, 2017 and before January 1, 2021 to be carried back up to five years. Political and economic uncertainty, and developments related to outbreaks of contagious diseases could have an adverse effect on us. We cannot predict how current and future political and economic uncertainty, including uncertainty related to taxation and increases in interest rates, will affect our critical tenants, joint venture partners, lenders, financial institutions and general ~~7economic~~ ~~economic~~ conditions, including consumer confidence and the volatility of the stock market and real estate market. In addition, we cannot predict the potential outbreak of contagious diseases in the future. These issues may cause consumers to postpone discretionary spending in response to tighter credit, reduced consumer confidence and other macroeconomic factors affecting consumer spending behavior, resulting in a downturn in the business of our tenants and an impact on potential purchases of our residential condominium units. In the event political and economic uncertainty results in financial turmoil affecting the banking system and financial markets or significant financial service institution failures, there could be a new or incremental tightening in the credit markets, low liquidity, ~~and 12and~~ extreme volatility in fixed income, credit, currency and equity markets. Each of these could have an adverse effect on our business, financial condition and operating results. Breaches of information technology systems could materially harm our business and reputation. We collect and retain on information technology systems certain financial, personal and other sensitive information provided by third parties, including tenants, vendors and employees. We also rely on information technology systems for the collection and distribution of funds. There can be no assurance that we will be able to prevent unauthorized access to sensitive information or the unauthorized distribution of funds. Any loss of this information or unauthorized distribution of funds as a result of a breach of information technology systems may result in loss of funds to which we are entitled, legal liability and costs (including damages and penalties), as well as damage to our reputation, that could materially and adversely affect our business and financial performance. leverage ~~at both our parent company and our subsidiaries~~ and face risks generally associated with ~~our such~~ debt, including an increased risk of default on ~~our such entity' s~~ obligations and an increase in debt service requirements that could adversely affect our financial condition and results of operations. We ~~Historically, we~~ have incurred substantial indebtedness in furtherance of our activities, at both the parent company level and subsidiary level, resulting in an increased risk of default on our obligations and in an increase in debt service requirements, which could adversely affect our financial condition and results of operations. **Following the Recapitalization Transactions, all of the indebtedness is held by TPHGreenwich and / or its subsidiaries.** As a result, we ~~are~~ **TPHGreenwich is** subject to the risks associated with debt financing, including the risk that ~~our its~~ cash flow will be insufficient to meet required payments of principal and interest, the risk that ~~we~~ **TPHGreenwich** may fail to repay or refinance existing debt as it matures, which may result in forced disposition of assets on disadvantageous terms or have other adverse consequences, and the risk that if ~~we~~ **TPHGreenwich** ~~refinance~~ **refinances** any of ~~our its~~ debt, ~~we it~~ may do so on refinancing terms less favorable than the terms of ~~our the~~ existing debt. ~~Several~~ **One** of ~~our~~ **TPHGreenwich' s** loans ~~have has a~~ near-term maturities ~~maturity~~ and other significant payment obligations. In addition, several of ~~our the~~ loans require interest rate cap

agreements be in place for the duration of the loan. Although many of our ~~the~~ loans contain extension options, the 237 11th Loan ~~loan~~ and the 77 Mortgage Loan ~~require~~ **requires** replacement interest rate cap agreements be put in place in order to extend the loan maturity. With the significant increase in interest rates, the cost of purchasing such an interest rate cap has become material. Due to cash constraints, ~~we~~ **TPHGreenwich** may not have the funds available to purchase the required interest rate cap which, unless ~~we~~ **TPHGreenwich** can restructure or refinance the loan, would likely have a material adverse effect on our financial condition and results of operations. If ~~we are~~ **TPHGreenwich is** not successful in meeting the extension requirements, or amending, waiving or paying the near-term ~~maturities~~ **maturity** and other payment obligations, or ~~our~~ **or the** lenders accelerated their respective loan, cross-defaults would also exist and ~~we~~ **TPHGreenwich** would have insufficient cash and liquidity to service ~~our~~ **the** debt and pay operating expenses and other obligations. All of ~~our~~ **TPHGreenwich's** properties secure loans. Certain of ~~our~~ **the** loans contain cross-default provisions. The failure by **TPHGreenwich** ~~us or our~~ **or its** borrower subsidiaries to make scheduled repayments under the loan agreements, or the default of any of the obligations under ~~our~~ **the** loans, would have an adverse impact on our financial condition, ~~and~~ results of operations ~~and cash flows~~. Upon the occurrence of an event of default, **TPHGreenwich** ~~we or our~~ **or its** applicable subsidiary may be required to immediately repay all amounts outstanding under the respective loan and the lenders may exercise other remedies available to them, including foreclosing on the respective property securing the loan. See Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations- Liquidity and Capital Resources and Note 11 – Loans Payable and Secured Line of Credit to our consolidated financial statements, for further discussion regarding our financing activities. Covenants in ~~our~~ **the** loan agreements could limit ~~our~~ **TPHGreenwich's** flexibility and adversely affect our financial condition. ~~Our~~ **The** loan agreements contain a number of financial and other restrictive covenants, including restrictions on debt, liens, business activities, equity repurchases, distributions and dividends, disposition of assets and transactions with affiliates, ~~as~~ **9a** well as financial covenants regarding loan to value and net worth. These covenants may limit ~~our~~ **TPHGreenwich's** flexibility to ~~pursue certain acquisitions or investments or~~ incur additional debt. If ~~we~~ **TPHGreenwich** ~~fail~~ **fails** to meet or satisfy any of these covenants, ~~we~~ **it** would be in default under these agreements and ~~our~~ **the** indebtedness could be declared due and payable. In addition, ~~our~~ **the** lenders could terminate their commitments, require the posting of additional collateral and enforce their interests against existing collateral. If ~~we~~ **TPHGreenwich** were to default under ~~our~~ **the** loan agreements, our financial condition would be adversely affected. **5A-The Company Investor is the lender under the CCF, and an affiliate of the Company Investor and JV Investor is the lender under the 77G Mezzanine Loan, which could create a conflict of interest. The Company Investor is the lender under the CCF, and an affiliate of the Company Investor and JV Investor is the lender under the 77G Mezzanine Loan. The JV Investor manages and controls TPHGreenwich, and as a result the Investor controls both the borrower and lender under these loan agreements, and accordingly conflicts of interest could arise. There is no assurance that any future actions by or transactions with the Investor or any of its affiliates will be on the same terms as those available with unaffiliated third parties or that these actions, agreements or relationships will be maintained at all or will not otherwise impact the Company in a manner that is adverse to us or our stockholders. A** significant part of ~~our~~ **TPHGreenwich's** current business plan is focused on completion of and the sale of condominiums at 77 Greenwich. An inability to execute this business plan due to adverse trends in the New York City residential condominium market or otherwise would have a material adverse effect on our financial condition and results of operations. ~~Our~~ **The** business plan ~~of TPHGreenwich~~ includes ~~the development or redevelopment of our legacy commercial real estate properties and~~ in particular completion ~~of the development~~ of and the sale of condominiums at 77 Greenwich, which currently is ~~our~~ **its** largest asset. As a result, ~~our~~ **revenues** **TPHGreenwich's**, and ~~future growth~~ **in turn our, distribution of earnings from investments** are heavily dependent on the success of implementing ~~our~~ **the** business plan for 77 Greenwich. 77 Greenwich consists of 90 luxury residential condominium apartments, in addition to a retail condominium unit and a New York City elementary school condominium unit. A variety of factors determine New York City residential condominium trends and will impact the sales and pricing of the residential condominium units at 77 Greenwich. These factors include, among others, available supply, changes in interest rates, the availability of home mortgages, foreign exchange rates, foreign buyer patterns, local employment trends, and prices and velocity of sales. Sales of residential condominium units in general, and in particular in New York City, have historically experienced greater volatility than detached single family houses, which may expose ~~us~~ **TPHGreenwich** to more risk. These and other factors fluctuate over time. Based on a number of reports, there is a historically high number of unsold units in newly constructed luxury residential condominiums in New York City, which has resulted in demand and pricing pressures. When we commenced sales in the spring of 2019, the New York City market, in particular downtown Manhattan, was in a period of softness. This was exacerbated by the impact of the COVID- 19 pandemic. Due to current market conditions in New York City, several competing residential condominium projects located in downtown Manhattan, specifically in the Financial District, have been put on hold **while others have restarted construction**. The status of unsold residential condominium units in 2023 and beyond is inherently uncertain. Closings on sales commenced in September 2021 and are ongoing. An inability to successfully execute ~~our~~ **the** business plan with respect to 77 Greenwich would likely have a material adverse effect on our financial condition and results of operations. ~~We~~ **Due to the TPHGreenwich's core business of investing in, developing and operating real estate assets, there is an inherent risk that the development and sales of residential condominiums** may evaluate and be subject to unknown ~~potentially~~ **potential** consummate a strategic transaction ~~changes in internal and external financial and economic conditions~~, **such as inflation and rising interest rates, and general market conditions** which could **impact the Company's** require significant management attention, consume our financial resources, ~~disrupt our business and~~ **potential buyers** adversely affect our results of operations, and we may fail to realize the **residential condominiums for sale** anticipated benefits of such a strategic transaction. Our success will depend, in part, on our ability to consummate a strategic transaction in the near-term. The **Company believes it is possible** identification of a suitable candidate for a strategic transaction can be difficult, time-consuming, and costly, and we may not be able to **incur**

**real estate impairment charges** successfully complete identified strategic transactions. Strategic transactions are inherently risky, and ultimately, if we do not complete an announced strategic transaction successfully and in a timely manner, we may not realize the anticipated benefits of the strategic transaction. Achieving the anticipated benefits of any transaction involves a number of risks, including disruption of our ongoing business and distraction of our management and employees from daily operations or other **the future in** opportunities and challenges, utilization of our financial resources for a transaction that may fail to realize the **event** anticipated benefits, regulatory risks, including maintaining good standing with existing regulatory bodies or receiving any necessary approvals, and the failure of the due diligence processes to identify significant problems, liabilities or challenges of the strategic partner. Our failure to address these risks or other problems encountered in connection with any strategic transaction could cause us to fail to realize the anticipated benefits of the transaction, cause us to incur unanticipated liabilities and harm our business generally. In addition, such a transaction could also result in dilutive issuances of our equity securities, the incurrence of debt, contingent liabilities, amortization expenses or the write-off of goodwill, any of which could harm our financial condition **conditions deteriorate**. **Investment - Investment** returns from 77 Greenwich and other properties we may acquire and/or develop may be less than anticipated. Our **The** development of 77 Greenwich **is** and other properties we acquire and/or develop are exposed to risks, including the following: • **we TPHGreenwich** may sell residential condominium units at 77 Greenwich and other acquired or developed properties at prices, and/or lease commercial and residential properties at current or future rents, that are less than **were** the prices or rents projected at the time we decide to undertake the acquisition or development; **10** • the velocity of leasing at commercial and residential properties, and/or condominium sales at 77 Greenwich or future acquisition or development properties may fluctuate depending on a number of factors, including market and economic conditions, and may result in **our the investments - investment** being less profitable than **we** expected or not profitable at all; and • operating expenses and real estate taxes may be greater than projected **at the time of acquisition or development**, resulting in **our the** investment being less profitable than we expected. Our **TPHGreenwich's** investment in property development for 77 Greenwich and other properties may be more costly than anticipated. **The** We intend to continue to develop or redevelop our current and future properties. Our current and future development and construction activities, including with respect to 77 Greenwich, may be exposed to the following risks: • **we may be unable to proceed with the development of properties other than 77 Greenwich TPHGreenwich** because we cannot obtain financing on favorable terms, or at all; • **we may incur construction costs for a development project that exceed our original estimates due to increases in interest rates, increased materials, labor, leasing or other costs, and increases in unforeseen costs such as those related to the supply chain disruption, which could make completion of the project less profitable because market rents or condominium unit sales prices, as applicable, may not increase sufficiently to compensate for the increase in construction costs;** • **we TPHGreenwich** may be unable to obtain, or face delays in obtaining, required zoning, land-use, building, occupancy, and other governmental permits and authorizations, which could result in increased costs and could require us to abandon our activities entirely with respect to a project; • **TPHGreenwich we may abandon development opportunities after we begin to explore them and as a result we may lose deposits or fail to recover expenses already incurred;** • **we may expend funds on and devote management's time to projects which we do not complete;** • **we TPHGreenwich** may be unable to complete construction and/or leasing of our rental properties and sales of our condominium projects (currently limited to 77 Greenwich) on schedule, or at all **due to unforeseen construction issues**; and • **we TPHGreenwich** may suspend development projects after construction has begun due to changes in economic conditions or other factors, and this may result in the write-off of costs, payment of additional costs or increases in overall costs when the development project is restarted. **TPHGreenwich Our revenues and the value of our.....** a result of these factors. We may be unable to lease vacant space, renew **our** current leases, or re-lease space as **our** current leases expire. **The lease of a long-term tenant at the outparcel of our Paramus property recently expired.** Leases at **that or our other -- the** properties **owned by TPHGreenwich** may not be renewed or such properties may not be re-leased at favorable rental rates. If the rental rates for **our the** properties decrease, **our** tenants do not renew their leases or **we do TPHGreenwich does** not re-lease a significant portion of **our** available space, tenant defaults or space that is currently unoccupied, and space for which leases are scheduled to expire, our financial condition, results of operations and cash flows could be materially adversely affected. There are numerous commercial developers, real estate companies, financial institutions and other investors with greater financial resources that compete with us in seeking tenants who we desire to lease space in **our the** properties. The bankruptcy of, or a downturn in the business of, any of the major tenants at **our the** commercial real estate properties that causes them to reject their leases, or to not renew their leases as they expire, or renew at lower rental rates, may adversely affect our cash flows and property values. In addition, retailers at **our the** properties face increasing competition from e-commerce, outlet malls, discount shopping clubs, direct mail and telemarketing, which could reduce rents payable to **us TPHGreenwich** and reduce **our TPHGreenwich's** ability to attract and retain tenants at **our the** properties leading to increased vacancy rates **at our properties**. In addition, if **we are TPHGreenwich is** unable to renew leases or re-lease a property, the resale value of that property could be diminished because the market value of a particular property will depend in part upon the value of the leases of such property. **We 11The properties owned by TPHGreenwich** may **be** acquire properties subject to known and unknown liabilities and with limited or no recourse to the seller. Properties **we acquire owned by TPHGreenwich** may be subject to known or unknown liabilities with no or minimal recourse to the seller. As a result, if a property is damaged, **we TPHGreenwich** may need to pay to have it repaired, and **our its** ability to recover any such payments through insurance, indemnities, litigation or otherwise is uncertain. **We have purchased The Company acquired** one property subject to unknown construction defects due to water penetration in the walls, **at 237 11th**, and there can be no assurance that we will not do so **again**. During the pendency of repairs **at 237 11th**, units were unable to be leased, and following completion of repairs, they needed to be re-leased. **If Also, if** a liability was asserted against us **or TPHGreenwich** arising from **our the** ownership of a property, **we or TPHGreenwich** might have to pay substantial sums to settle it. Unknown liabilities with respect to properties acquired might include: • liabilities for repair of damaged properties or faulty construction; • claims by tenants, vendors or

other persons arising from dealing with the former owners of the properties; • liabilities incurred in the ordinary course of business; • claims for indemnification by general partners, directors, officers and others indemnified by the former owners of the properties; and • liabilities for clean-up of undisclosed environmental contamination and / or repair or other remediation of construction defects. Any of these occurrences could adversely affect our cash flow, even if some or all of the costs are ultimately borne by a third party, and the impact could be material. ~~Multi-~~ **Multi-** family residential properties may be subject to rent stabilization regulations, which limit ~~our~~ **TPHGreenwich's** ability to raise rents above specified maximum amounts and could give rise to claims by tenants that their rents exceed such specified maximum amounts. The Rent Stabilization Law and Code imposes rent control or rent stabilization on certain apartment buildings. The rent stabilization regulations applicable to ~~our~~ **TPHGreenwich's** multi- family residential properties set maximum rates for annual rent increases, entitle ~~our~~ tenants to receive required services from ~~us~~ **TPHGreenwich** and entitle ~~our~~ tenants to have their leases renewed. The limitations established by present or future rent stabilization regulations may impair ~~our~~ **TPHGreenwich's** ability to maintain rents at market levels at ~~its~~ properties subject to such regulations. Pursuant to the Housing Stability and Tenant Protection Act of 2019, which is a set of New York State laws, vacancy lease increases were eliminated, whereby the landlord was permitted to increase the rent by as much as 20 % for a tenant moving into a vacant apartment, to which significant increases in rent for New York City properties were historically attributed. With respect to certain types of properties in New York City, solely by virtue of the real estate tax exemption under RPTL Section 421- a, the Rent Guidelines Board of New York City, approves renewal lease rent increases. In ~~2022~~ **2023**, the Rent Guidelines Board approved a ~~3.25-00~~ **3.25-00** % increase on 12- month lease renewals and a ~~5.2.0~~ **7.5** % increase ~~on for the first year of~~ **on for the first year of** 24- month lease renewals ~~and 3.2~~ **and 3.2** % increase ~~for the second year of 24- month lease renewals~~ **for the second year of 24- month lease renewals**. The application of rent stabilization to apartments in ~~our~~ **TPHGreenwich's** multi- family residential properties will limit the amount of rent ~~we are~~ **TPHGreenwich is** able to collect, which could have a material adverse effect on ~~our~~ **its** ability to fully take advantage of the investments that ~~we are~~ **it is** making in ~~our~~ **the** properties. In addition, there can be no assurances that changes to rent stabilization laws will not have a similar or greater negative impact on **TPHGreenwich** ~~our~~ ability to collect rents. There is a proposed New York State bill (Good Cause Eviction), which, if passed may impose restrictions on rent increases and the right not to renew market rate unit leases. If passed, there will be restrictions on an owner's ability to ~~collect~~ **grow** market rents. **TPHGreenwich** Competition for new acquisitions and investments may reduce the number of opportunities available to us and increase the costs of those acquisitions and investments. We face competition for acquisition and investment opportunities from other investors, particularly those investors who are willing to incur more leverage. This competition may adversely affect us by subjecting us to the following risks: • an inability to acquire a desired property because of competition from other well- capitalized real estate investors, many of whom have greater resources than us, including publicly traded and privately held REITs, private real estate funds, domestic and foreign financial institutions, life insurance companies, sovereign wealth funds, pension trusts, partnerships and individual investors; and • an increase in the purchase price for the acquisition of such property. If we are unable to successfully acquire or invest in additional properties, our ability to grow our business would be adversely affected. In addition, increases in the cost of acquisition opportunities could adversely affect our results of operations. We face risks associated with acquisitions of and investments in new properties. We may acquire interests in properties, individual properties and portfolios of properties. Our acquisition and investment activities may be exposed to, and their success may be adversely affected by, the following risks: • we may be unable to finance acquisitions, investments and developments of properties, including with respect to raising capital to contribute as equity, on favorable terms or at all; • we may be unable to complete proposed acquisitions or other transactions due to an inability to meet required closing conditions; • we may expend funds on, and devote management time to, opportunities which we do not complete, and which may include non- refundable deposits; • we may be unable to lease our acquired properties on the same terms as contemplated as part of our underwriting; • properties that we acquire or in which we invest may fail to perform as we expected; • our estimates of the costs we incur in renovating, improving, developing or redeveloping acquired properties may be inaccurate; • we may not be able to obtain adequate insurance coverage for acquired properties; and • we may be unable to quickly and efficiently integrate new acquisitions, investments and developments, particularly acquisitions of portfolios of properties, into our existing operations, and therefore our results of operations and financial condition could be adversely affected. We are subject to the risks associated with joint ventures. We formed a joint venture with a third party to acquire and operate the 250 North 10th property located in Brooklyn, New York. We may become involved in additional joint ventures in the future with respect to current or future properties. Joint venture investments may involve risks not otherwise present for investments made or owned solely by us, including the possibility that our joint venture partner might become bankrupt, or may take action contrary to our instructions, requests, policies or objectives. Other risks of joint venture investments include impasse on decisions, such as a sale, because neither we nor a joint venture partner would have full control over the joint venture, activities conducted by a partner that have a negative impact on the joint venture or us, and disputes with our partner. The phasing out of LIBOR after 2021 may affect our financial results. The chief executive of the United Kingdom Financial Conduct Authority (" FCA"), which regulates LIBOR, has announced that the FCA intends to stop compelling banks to submit rates for the calculation of LIBOR after 2021. The U. S. Dollar Libor will continue to be published until 2023. It is not possible to predict the effect of these changes or the establishment of alternative reference rates. The Alternative Reference Rate Committee (" ARRC"), a committee convened by the Federal Reserve that includes major market participants, and on which the Securities and Exchange Commission (" SEC ") staff and other regulators participate, has proposed an alternative rate, the Secured Overnight Financing Rate (" SOFR "), to replace U. S. Dollar LIBOR. Any changes announced by the FCA, ARRC, other regulators or any other successor governance or oversight body, or future changes adopted by such body, in the method pursuant to which U. S. Dollar LIBOR, SOFR, or any other alternative rates are determined may result in a sudden or prolonged increase or decrease in the reported LIBOR rates. If that were to occur, the levels of interest payments we incur and interest payments we receive may change. It is also uncertain whether SOFR or any other alternative rate will gain market acceptance. In addition, although our

LIBOR-based obligations and investments provide for alternative methods of calculating the interest rate if LIBOR is not reported, uncertainty as to the extent and manner of future changes may result in interest rates and / or payments that are higher than, lower than or that do not otherwise correlate over time with the interest rates and / or payments that would have been made on our obligations if LIBOR rate was available in its current form. We may also need to renegotiate our LIBOR-based obligations, which we may not be successful in doing on a timely basis or on terms acceptable to us. In 2023, the 237 11th Loan was converted from LIBOR to SOFR. We may not receive or be able to maintain certain tax benefits if we are **it is** not in compliance with certain requirements of the NYC Department of Housing Preservation and Development. We **TPHGreenwich** may not receive or be able to maintain certain existing or anticipated tax benefits related to the 237 11th property or the 250 N 10th property if we are **it is** not in compliance with certain requirements of the NYC Department of Housing Preservation and Development ("HPD"). This property currently **benefit benefits** from a real estate tax exemption under New York Real Property Tax **12Tax** Law (the "RPTL") Section 421- a, as a result of a specified percentage of the units in such **buildings-- building** **10being-- being** designated as affordable rate units or market rate units and / or subject to rent stabilization guidelines, among other requirements. Section 421- a of the New York RPTL provides an exemption from real estate taxes on the amount of the assessed value of newly constructed improvements if certain requirements are met. A property cannot maintain or continue to receive Section 421- a tax benefits without HPD's determination that all Section 421- a eligibility requirements have and continue to be met. Although HPD has issued final Certificates of Eligibility with respect to the Section 421- a tax benefits for 237 11th and we are **TPHGreenwich is** currently in compliance with all applicable Section 421- a requirements for this property, there can be no assurance that compliance with the Section 421- a requirements for this property will continue to be maintained. If we are **TPHGreenwich is** not able to maintain compliance with the requirements of the Section 421- a partial tax exemption program, as applicable to this property, HPD may find that such property is ineligible to receive the tax exemption benefits related to the Section 421- a partial tax exemption program. Our **TPHGreenwich's** ability to develop or redevelop **our the** properties and enter into new leases with tenants will depend on **our its** obtaining certain permits, site plan approvals and other governmental approvals from local municipalities, which **we it** may not be able to obtain on a timely basis or at all. In order to develop or redevelop **our the** properties, we **TPHGreenwich** will be required to obtain certain permits, site plan approvals or other governmental approvals from local municipalities. We **TPHGreenwich** may not be able to secure all the necessary permits or approvals on a timely basis or at all, which may prevent **us TPHGreenwich** from developing or redeveloping **our the** properties according to **our its** business plan. Additionally, potential acquirers or tenants may also need to obtain certain permits or approvals in order to utilize **our the** properties in the manner they intend to do so. The specific permit and approval requirements are set by the state and the various local jurisdictions, including but not limited to city, town, county, township and state agencies having control over the specific properties. Our **TPHGreenwich's** inability to obtain permits and approvals to develop or redevelop **our the** properties, or the inability of potential purchasers and tenants of **our the** properties to obtain necessary permits and approvals, could severely and adversely affect our business. We **TPHGreenwich** may incur significant costs to comply with environmental laws and environmental contamination may impair **our the** ability to lease and / or sell real estate. Our **TPHGreenwich's** operations and properties are subject to various federal, state and local laws and regulations concerning the protection of the environment, including air and water quality, hazardous or toxic substances and health and safety. Under some environmental laws, a current or previous owner or operator of real estate may be required to investigate and clean up hazardous or toxic substances released at a property. The owner or operator may also be held liable to a governmental entity or to third parties for property damage or personal injuries and for investigation and clean- up costs incurred by those parties because of the contamination. These laws often impose liability without regard to whether the owner or operator knew of the release of the substances or caused the release. The presence of contamination or the failure to remediate contamination may impair **our TPHGreenwich's** ability to sell or lease real estate or to borrow using the real estate as collateral. Other laws and regulations govern indoor and outdoor air quality including those that can require the abatement or removal of asbestos- containing materials in the event of damage, demolition, renovation or remodeling and also govern emissions of and exposure to asbestos fibers in the air. The maintenance and removal of lead paint and certain electrical equipment containing polychlorinated biphenyls (PCBs) are also regulated by federal and state laws. We are **TPHGreenwich is** also subject to risks associated with human exposure to chemical or biological contaminants such as molds, pollens, viruses and bacteria which, above certain levels, can be alleged to be connected to allergic or other health effects and symptoms in susceptible individuals. We **TPHGreenwich** could incur fines for environmental compliance and be held liable for the costs of remedial action with respect to the foregoing regulated substances or related claims arising out of environmental contamination or human exposure to contamination at or from **our the** properties. Each of **our the** properties has been subject to varying degrees of environmental assessment. To date, these environmental assessments have not revealed any environmental condition material to our business. However, identification of new compliance concerns or undiscovered areas of contamination, changes in the extent or known scope of contamination, human exposure to contamination or changes in clean- up or compliance requirements could result in significant costs to us. **HCompliance 13Compliance** or failure to comply with the Americans with Disabilities Act ("ADA") or other safety regulations and requirements could result in substantial costs. The ADA generally requires that public buildings, including our properties, meet certain federal requirements related to access and use by disabled persons. These rules are subject to interpretation and change. Noncompliance could result in the imposition of fines by the federal government or the award of damages to private litigants and / or legal fees to their counsel. If, under the ADA, we are **TPHGreenwich is** required to make substantial alterations and capital expenditures in one or more of **our the** operating properties, including the removal of access barriers, it could adversely affect our financial condition and results of operations. Our **The** properties are subject to various federal, state and local regulatory requirements, such as state and local fire and life safety requirements. If we **TPHGreenwich fail fails** to comply with these requirements, **we it** could incur fines or private damage awards. We do not know whether existing requirements will change or whether compliance with future requirements

will require significant unanticipated expenditures that will affect our cash flow and results of operations. **The loss of key personnel upon whom..... affect our business and financial performance.** Risks Related to Our Common Stock Our common stock is thinly traded and the price of our common stock has fluctuated significantly. Our common stock, currently listed on the NYSE American, is thinly traded. Because our common stock is thinly traded, even small trades can have a significant impact on the market price of our common stock, especially when there are limited buyers in the market. We cannot assure stockholders that an active market for our common stock will develop in the foreseeable future or, if developed, that it will be sustained. In addition, we may determine the benefits of listing our shares on the NYSE American do not merit the associated costs. As a result of these factors, stockholders may not be able to resell their common stock. Volatility in the market price of our common stock and lack of liquidity may prevent stockholders from being able to sell their shares at or above the price paid for such shares. The market price of our common stock could fluctuate significantly for various reasons, many of which are beyond our control, including: ● our ability to raise additional capital to fund our cash needs, obtain additional financing and refinance existing loans and on favorable terms or evaluate and potentially consummate a strategic transaction and realize the anticipated benefits of any such transaction; ● the potential issuance of additional shares of common stock including at prices that are below the then- current trading price of our common stock; ● changes in the real estate markets in which we operate, especially New York City; ● our ability to develop or redevelop or successfully sell units in 77 Greenwich or at other properties in the future; ● volatility in global and / or U. S. equities markets; ● our financial results or those of other companies in our industry; ● the public' s reaction to our press releases and other public announcements and our filings with the SEC; ● new laws or regulations or new interpretations of laws or regulations applicable to our business; ● changes in general conditions in the United States and global economies or financial markets, including those resulting from inflation, rising interest rates, war, incidents of terrorism or responses to such events; ● sales of common stock by our executive officers, directors and significant stockholders; ● changes in generally accepted accounting principles, policies, guidance, or interpretations; and ● other factors described in our filings with the SEC, including among others in connection with the risks noted in this Annual Report on Form 10- K. **13In 14In** addition, while our common stock remains thinly traded, small sales or purchases may cause the price of our common stock to fluctuate dramatically up or down without regard to our financial health or business prospects. Downward fluctuations can impair, and have impaired, our ability to raise equity capital on acceptable terms. **Our common stock may be delisted** On November 29, 2023, the Company was notified by the NYSE American that the Company was not in compliance with the NYSE American continued listing standards set forth in Sections 1003 (a) (i) and (ii) of the NYSE American Company Guide (the " Guide "). Section 1003 (a) (i) of the Guide requires a listed company' s stockholders' equity be at least \$ 2. 0 million if it has reported losses from continuing operations and / or net losses in two of its three most recent fiscal years. Section 1003 (a) (ii) of the Guide requires a listed company' s stockholders' equity be at least \$ 4. 0 million if it has reported losses from continuing operations and / or net losses in three of its four most recent fiscal years. The Company reported a stockholders' deficit of \$ (1. 2) million as of September 30, 2023, and losses from continuing operations and / or net losses in three of its four most recent fiscal years ended December 31, 2022. In order to maintain the Company' s listing on the NYSE American, the NYSE American requested that the Company submit a plan of compliance (the " Plan ") advising of actions it has taken or will take to regain compliance with Section 1003 (a) (i) and (ii) of the Guide by May 29, 2025. On January 4, 2024, the Company was notified by the NYSE American that it had determined that the Company' s securities had been selling for a low price per share for a substantial period of time and, pursuant to Section 1003 (f) (v) of the Guide, the Company' s continued listing was predicated on it effecting a reverse stock split of its shares of common stock or otherwise demonstrating sustained price improvement by no later than July 4, 2024. The notice stated that, as a result of the foregoing, the Company had become subject to the procedures and requirements of Section 1009 of the Guide, which could, among other things, result in the initiation of delisting proceedings, unless the Company cures the deficiency in a timely manner. The NYSE American could also take accelerated delisting action if the common stock trades at levels viewed to be abnormally low. On February 21, 2024, the NYSE American notified the Company that it had reviewed the Plan that the Company submitted to the NYSE American and determined to accept the Plan and grant a cure period through May 29, 2025. As a result of the acceptance of the Company' s Plan, the Company' s listing is being continued pursuant to an extension. The NYSE American will review the Company periodically for compliance with the initiatives outlined in the Plan. If the Company is not in compliance with the continued listing standards by May 29, 2025 or if the Company does not make progress consistent with the Plan during the cure period, the NYSE American staff will initiate delisting proceedings as appropriate. In addition, under the terms of the Stock Purchase Agreement, the Company must complete the delisting of its shares of common stock from the NYSE American no later than forty- five days following the closing, unless certain conditions under the Stock Purchase Agreement are met or as otherwise agreed by the parties, which timeframe was subsequently extended by 30 days. If we fail to regain compliance with the continued listing requirements of the NYSE American, the NYSE may take steps to delist our common stock. We may also be delisting our common stock in the near- term, as required under the terms and conditions of the Stock Purchase Agreement. In the event the common stock is delisted from the NYSE American, such a delisting would likely have a negative effect on the price of our shares of common stock and would impair your ability to sell or purchase our securities when you wish to do so. Additionally, if our common stock is not listed on, or becomes delisted from, the NYSE American for any reason, including as a result of our taking steps to delist our common stock as required under the terms of the Stock Purchase Agreement, and is quoted on the OTC Bulletin Board, an inter- dealer automated quotation system for equity securities that is not a national securities exchange, the liquidity and price of our common stock may be more limited than if it were quoted or listed on the NYSE American or another national securities exchange. You may be unable to sell your shares unless a market can be established or sustained. We currently have fewer than 300 stockholders of record and, therefore, are eligible to

terminate the registration of our common stock under the Exchange Act and suspend being a U. S. public company with reporting obligations. Under the Stock Purchase Agreement, we have agreed to use reasonable efforts to complete the deregistration from the reporting obligations under Section 12 and Section 15 of the Exchange Act, including all associated reporting obligations, 15no later than one hundred and thirty- five (135) days following the closing of the Recapitalization Transactions, unless certain conditions under the Stock Purchase Agreement are met or as otherwise agreed by the parties. Section 12 (g) (4) of the Exchange Act allows for the registration of any class of securities to be terminated after a company files a certification with the SEC that the number of holders of record of such class of security is fewer than 300 persons. As of March 29, 2024, there were 134 stockholders of record of our common stock. This does not include the number of shareholders that hold shares in “ street name ” through banks, brokers and other financial institutions. Accordingly, we are eligible to deregister our common stock and suspend our reporting obligations under the Exchange Act. If we were to terminate our registration and suspend our reporting obligations under the Exchange Act, we would no longer be required to comply with U. S. public company disclosure requirements under the Exchange Act, including, but not limited to, annual and quarterly report filings, proxy statement filings and filings by insiders to disclose the acquisition and disposition of our securities. Stockholders may have experienced dilution of their ownership interests upon the issuance of additional shares of our common stock or securities convertible into shares of our common stock. We may issue additional equity securities in capital raising transactions or otherwise, resulting in the dilution of the ownership interests of our present stockholders. We are currently authorized to issue an aggregate of 120, 000, 000 shares of capital stock consisting of 79, 999, 997 shares of common stock, two shares of a class of preferred stock (which were redeemed in accordance with their terms and may not be reissued), one share of a class of special stock and 40, 000, 000 shares of blank check preferred stock. As Outstanding as of December 31, 2022-2023 , there were 38, 199, 36-386 , 907, 862 shares of our common stock, one share of special stock, and warrants to purchase 7-6 , 479-429 , 000 shares of our common stock outstanding. In connection with the Recapitalization Transactions, we issued 25, 112, 245 shares of common stock to the Company Investor and the 6, 429, 000 warrants were cancelled . We have in the past and we may in the future raise additional capital through public or private offerings of our common stock or other securities that are convertible into or exercisable for our common stock. Any future issuance of our equity or equity- linked securities may dilute then- current stockholders’ ownership percentages and could also result in a decrease in the fair market value of our equity securities, because our assets would be owned by a larger pool of outstanding equity. We may also issue such securities in connection with hiring or retaining employees and consultants, as payment to providers of goods and services, in connection with future acquisitions and investments, development, redevelopment and repositioning of assets, or for other business purposes. Our board of directors may at any time authorize the issuance of additional common stock without stockholder approval, unless the approval of our common stockholders is required by applicable law, rule or regulation, including NYSE American regulations, or our certificate of incorporation. The terms of preferred or other equity or equity- linked securities we may issue in future transactions may be more favorable to new investors, and may include dividend and / or liquidation preferences, anti- dilution protection, pre-emptive rights, superior voting rights and the issuance of warrants or other derivative securities, among other terms, which may have a further dilutive effect. Our previously outstanding warrants also contain contained these types of provisions. Also, the future issuance of any such additional shares of common stock or other securities may create downward pressure on the trading price of our common stock. There can be no assurance that any such future issuances will not be at a price or have conversion or exercise prices below the price at which shares of the common stock are then traded. A decline in the price of our common stock, including as a result of a sale of a substantial number of shares of our common stock, may impair our ability to raise capital in the future. A decline in the price of our common stock, whether as a result of market conditions, sales of a substantial number of shares of our common stock, or other reasons, may make it more difficult for us to sell equity or equity- related securities in the future at a time and price that we deem reasonable or appropriate, which would impair our ability to raise capital. Capital- raising transactions resulting in a large amount of newly issued shares that become readily tradable, or other events that cause current stockholders to sell shares, could place downward pressure on the trading price of our stock. In addition, the lack of a robust resale market may require a stockholder who desires to sell a large number of shares of common stock to sell the shares in increments over time to mitigate any adverse impact of the sales on the market price of our stock. If our stockholders sell, or the market perceives that our stockholders intend to sell for various reasons, including the ending of restrictions on resale of substantial amounts of our common stock in the public market, including shares issued upon 16upon the exercise of outstanding options, the market price of our common stock could fall. A significant amount of restricted shares previously issued by us have been registered for resale on registration statements filed with the SEC. More than 50-60 % of our shares of common stock are currently controlled by four-three of our stockholders who may have the ability to influence the election of directors and the outcome of matters submitted to our stockholders. More than 50-60 % of our shares of common stock are controlled by four-three of our stockholders , including over 40 % of our common stock being owned by the Company Investor following the Recapitalization Transactions . As a result, these stockholders may have the ability to significantly influence the outcome of issues submitted to our stockholders for a vote. The interests of these stockholders may not always coincide with our interests or the interests of other stockholders, and they may act in a manner that advances their best interests and not necessarily those of other stockholders. The concentration of 14ownership -- ownership could also deter unsolicited takeovers, including transactions in which stockholders might otherwise receive a premium for their shares over then current market prices. The holder of our special stock and the Investor one of our lenders each have the right rights to appoint directors a member to our board of directors and, consequently, the ability to exert influence over us. In connection with the investment in us by Third Avenue Trust, on behalf of Third Avenue Real Estate Value Fund (“ Third Avenue ”), Third Avenue was issued one share of a class of special stock and our certificate of incorporation was amended to provide that, subject to the other terms and conditions of our certificate of incorporation, from the issuance of the one share of special stock and until the “



Special Stock Ownership Threshold ” of 2, 345, 000 shares of common stock is no longer satisfied, Third Avenue has the right to elect one director to the board of directors. In addition, pursuant to the terms of the ~~credit~~ **Stock Purchase Agreement** and letter agreement we entered into in December 2019, **upon the earlier of (i) the delisting of the Company’s common stock and (ii) three (3) months following the closing of the Recapitalization Transactions, the Company must take all action reasonably necessary to cause the board of directors to be reduced to five (5) members, constituted as follows:** ~~amended, with the lender under our Corporate Credit Facility ( i the “ CCF Lender ” ) , the CCF Lender has the right to~~ **two (2) members appointed by Investor, each of which may either be independent or interested, as determined by the Investor; (ii) two (2) members appointed by the Company, either or both of which may be current members of the board; and (iii) one director (1) member to be mutually agreed upon** ~~the board of directors, or, at the election of the CCF Lender, a board observer, so long as certain conditions are met as described in more detail in Note 11— Loans Payable and Secured Line of Credit~~ **appointed by, the Company and Investor** ~~Note 12— Stockholders’ Equity~~. As a result, for so long as these board appointment rights are in effect, Third Avenue and the **Investor** ~~CCF Lender~~ may be able to exert influence over our policies and management, potentially in a manner which may not be in our best interests or the best interests of the other stockholders. In order to protect our ability to utilize our NOLs and certain other tax attributes, our certificate of incorporation includes certain transfer restrictions with respect to our stock, which may limit the liquidity of our common stock. To reduce the risk of a potential adverse effect on our ability to use our NOLs and certain other tax attributes for U. S. Federal income tax purposes, our certificate of incorporation contains certain transfer restrictions with respect to our stock by substantial stockholders. These restrictions may adversely affect the ability of certain holders of our common stock to dispose of or acquire shares of our common stock and may have an adverse impact on the liquidity of our stock generally. We have not paid dividends on our common stock in the past and do not expect to pay dividends on our common stock for the foreseeable future. Any return on investment may be limited to the value of our common stock. We have never paid a cash dividend on our common stock. We expect that any income received from operations will be devoted to our future operations and growth. We do not expect to pay cash dividends on our common stock in the near future. Payment of dividends in the future will depend upon our profitability at the time, cash available for those dividends, and such other factors as our board of directors may consider relevant. If we do not pay dividends, our common stock may be less valuable because a return on an investor’s investment will only occur if our stock price appreciates. Our charter documents and Delaware law could prevent a takeover that stockholders consider favorable and could also reduce the market price of our stock. Our certificate of incorporation and bylaws and Delaware law contain provisions that could delay or prevent a change in control of us. These provisions could also make it more difficult for stockholders to elect directors and take other corporate ~~actions~~ **actions** . In addition to the matters identified in the risk factors above relating to the provisions of our certificate of incorporation, these provisions include: ● a classified board of directors with two- year staggered terms; ● limitations in our certificate of incorporation on acquisitions and dispositions of our common stock designed to protect our NOLs and certain other tax attributes; and ● authorization for blank check preferred stock, which could be issued with voting, liquidation, dividend and other rights superior to our common stock. These and other provisions in our certificate of incorporation and bylaws and under Delaware law could discourage potential takeover attempts, reduce the price that investors might be willing to pay in the future for shares of common stock and result in the market price of the common stock being lower than it would be without these provisions. **Our certificate of incorporation designates the Court of Chancery in the State of Delaware as the exclusive forum for certain actions or proceedings that may be initiated by our stockholders, which could discourage claims or limit stockholders’ ability to make a claim against the Company, our directors, officers, and employees. The Company’s certificate of incorporation provides that the Court of Chancery of the State of Delaware is the exclusive forum for any derivative action or proceeding brought on the Company’s behalf; any action asserting a breach of fiduciary duty; any action asserting a claim against the Company arising pursuant to the Delaware General Corporation Law, the Company’s certificate of incorporation or bylaws; or any action asserting a claim against the Company that is governed by the internal affairs doctrine. This provision is not intended to apply to claims arising under the Securities Act and the Exchange Act. To the extent the provision could be construed to apply to such claims, there is uncertainty as to whether a court would enforce the provision in such respect, and the Company’s stockholders will not be deemed to have waived the Company’s compliance with federal securities laws and the rules and regulations thereunder. The exclusive forum provision may discourage claims or limit stockholders’ ability to submit claims in a judicial forum that they find favorable and may create additional costs as a result. If a court were to determine the exclusive forum provision to be inapplicable and unenforceable in an action, we may incur additional costs in conjunction with our efforts to resolve the dispute in an alternative jurisdiction, which could have a negative impact on our results of operations. Because we are a U. S. real property holding corporation, non- U. S. holders of our common stock could be subject to U. S. federal income tax on the gain from its sale, exchange or other disposition. Because we are a U. S. real property holding corporation, which we refer to as " USRPHC," under the Foreign Investment in Real Property Tax Act of 1980 and applicable U. S. Treasury regulations, which we refer to collectively as the " FIRPTA Rules," unless an exception applies, certain non- U. S. investors in our common stock could be subject to U. S. federal income tax on the gain from the sale, exchange or other disposition of shares of our common stock, and such non- U. S. investors could be required to file a United States federal income tax return. In addition, the purchaser of such common stock may be required to withhold 15 % of the purchase price and remit such amount to the U. S. Internal Revenue Service. Under the FIRPTA Rules, we are a USRPHC because our interests in U. S. real property comprise at least 50 % of the fair market value of our assets. Our common stock trades on the NYSE American. So long as it continues to do so, and is regularly quoted by brokers or dealers making a market in our common stock, our common stock will be treated as " regularly traded on an established securities market" ( within the meaning of the FIRPTA Rules). As a result, (i) a non- U. S. investor who, actually or constructively, holds no more than 5 % of our common stock would not be subject to**

U. S. federal income tax on the gain from the sale, exchange or other disposition of our common stock under the FIRPTA Rules, and (ii) a purchaser of such stock from a non- U. S. investor would not be required to withhold any portion of the purchase price of such stock, regardless of the percentage of our common stock held by such non- U. S. investor. Any of our common stockholders that are non- U. S. persons should consult their tax advisors to determine the consequences of investing in our common stock. 18