

EXHIBIT "U"

**BARGAIN AND SALE DEED
WITHOUT COVENANT AGAINST GRANTOR'S ACTS
(Final Closing Premises)**

**DOWNSTATE AT LICH HOLDING COMPANY, INC.,
a New York Not-for-Profit Corporation**

("Grantor")

- to -

_____ ,
a _____

("Grantee")

<u>Block:</u>	<u>Lot:</u>	<u>County:</u>	Kings
290	13	<u>City:</u>	New York
		<u>State:</u>	New York

Premises: 97 Amity Street
340 Henry Street
363 Hicks Street
Brooklyn, New York 11201

Dated: _____, 201__

RECORD AND RETURN BY MAIL TO:

Tannenbaum Helpern Syracuse & Hirschtritt LLP
900 Third Avenue
New York, New York 10022
Attention: Robert E. Helpern, Esq.

BARGAIN AND SALE DEED
WITHOUT COVENANT AGAINST GRANTOR'S ACTS
 (Final Closing Premises)

THIS INDENTURE (this "**Indenture**") is made as of the ___ day of _____, 201___, by and between **DOWNSTATE AT LICH HOLDING COMPANY, INC.**, a New York not-for-profit corporation, having an office c/o SUNY Downstate Medical Center, 450 Clarkson Avenue, Brooklyn, New York 11203 (the "**Grantor**") and _____, a _____ having an office at _____ (the "**Grantee**").

WITNESSETH, that the Grantor, in consideration of the sum of TEN (\$10.00) DOLLARS and other valuable consideration paid by the Grantee, does hereby grant, release and assign forever unto the Grantee, together with the successors and assigns of the Grantee:

ALL of those certain plots, pieces, or parcels of land situate, lying and being in the Borough of Brooklyn, County of Kings, City and State of New York, more particularly described in Schedule "1" attached to, and by this reference made a part of, this Indenture (collectively, the "**Land**");

TOGETHER with all buildings and improvements situated on the Land;

TOGETHER with all right, title and interest, if any, of the Grantor in and to all of the following:

- (a) all easements, rights of way, alleys and strips and gores of land adjacent to the Land;
- (b) the land lying in the bed of any street or highway in front of or adjoining the Land, to the center line thereof, and in and to any unpaid award to be made in lieu thereof;
- (c) any unpaid award for any change of grade of any street or highway;
- (d) any and all transferable air rights and/or development rights pertaining to the Land and/or the buildings and improvements situated thereon under, or pursuant to, the Zoning Resolution of the City of New York, as amended; and
- (e) any and all other appurtenances to the Land and/or the buildings and improvements situated thereon,

BEING, AND INTENDED TO BE, (i) in part, those same premises conveyed by The Long Island College Hospital, a New York not-for-profit corporation ("**LICH**") to the Grantor by deed dated as of May 29, 2011, and recorded in the Kings County Office of the New York City Register (the "**Register's Office**") on June 17, 2011, as CRFN 2011000214998 and (ii) in part, a

portion of those same premises conveyed by LICH to the Grantor by deed dated as of May 29, 2011, and recorded in the Register's Office on June 17, 2011, as CRFN 2011000214996,

TO HAVE AND TO HOLD the premises herein granted unto the Grantee, and the successors and assigns of the Grantee, forever.

AND the Grantor, in compliance with Section 13 of the Lien Law, covenants that the Grantor will receive the consideration for this conveyance, and will hold the right to receive such consideration, as a trust fund to be applied first for the purpose of paying the cost of the improvements, and will apply the same first to the payment of the cost of the improvements before using any part of the total of the same for any other purpose.

[Signatures begin at the top of the next page.]

IN WITNESS WHEREOF, the Grantor has duly executed this Indenture as of the day and year first above written.

**DOWNSTATE AT LICH HOLDING
COMPANY, INC.**, a New York not-for-profit
corporation

By: _____
Name:
Title:

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

On the ___ day of _____, in the year 201___, before me, the undersigned, personally appeared _____, 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 (s)he acknowledged to me that (s)he executed the same in (his)(her) capacity described thereon, and that by (his)(her) signature upon the instrument, the individual, or the person on behalf of which the individual acted, executed the instrument.

Notary Public

Schedule "1"
to
Deed

Legal Description of the Land

Henry Street Building
97 Amity Street and 340 Henry Street
Brooklyn, New York

Polak Pavilion
363 Hicks Street
Brooklyn, New York

Block 290, Lot 13 on the Tax Map of the Borough of Brooklyn

ALL THAT CERTAIN plot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the Borough of Brooklyn, County of Kings, City and State of New York, bounded and described as follows:

BEGINNING at the corner formed by the intersection of the westerly side of Henry Street as physically opened with the southerly side of Pacific Street (as it formerly existed);

RUNNING THENCE westerly along the southerly side of Pacific Street 404 feet to the easterly side of Hicks Street;

THENCE southerly along the easterly side of Hicks Street, 200 feet to the northerly side of Amity Street;

THENCE easterly along the northerly side of Amity Street, 404 feet to the westerly side of Henry Street;

THENCE northerly along the westerly side of Henry Street, 200 feet to the corner, the point or place of **BEGINNING**.