

ATTORNEY GENERAL OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

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In the Matter of the Application of
UNITED GRAND CHAPTER ORDER OF EASTERN
STAR, STATE OF NEW YORK, INC.,

Petitioner,

**ATTORNEY GENERAL
APPROVAL**

OAG No.: NYC-2026-903

For Approval to Sell Real Property Pursuant to
Sections 510 and 511 of the New York
Not-for Profit Corporation Law

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1. By Verified Petition dated February 10, 2026 (the “Petition”), UNITED GRAND CHAPTER ORDER OF EASTERN STAR, STATE OF NEW YORK, INC. (the “Petitioner”) applied to the Attorney General of the State of New York (“Attorney General”) pursuant to Sections 510 and 511-a of the New York State Not-for-Profit Corporation Law for approval of an application for the sale of real property.

2. The asset that is the subject of the Petition is certain real property located in Kings County, City of New York and described as follows: 441 Willoughby Avenue, Brooklyn, New York 11238 (Block 1758, Lot 1) (hereinafter, the “Property”).

3. The terms of the transaction and consideration, as set forth in the Contract of Sale dated as of March 13, 2025 (the “Purchase Agreement”) are as follows:

- i. *Purchaser*: 441 Garden LLC (Principal: Mendel Fleischman)
- ii. *Purchase Price*: \$5,900,000.00 payable as follows: \$150,000 down payment held in escrow with Law Offices of Mark A. Brandoff, P.C., as escrow agent, additional \$145,000 down payment upon approval of the transaction by the Attorney General; and the balance of \$5,605,000 payable at closing in readily available funds;
- iii. *Closing*: within 30 days after notice from Petitioner to Purchaser that all required approvals have been obtained
- iv. *Additional Terms*: Property to be delivered “AS-IS”; no financing contingency

4. Petitioner may not assign the Purchase Agreement and any proposed transfer of the Property to any person or entity other than Purchaser shall require the written consent of the Attorney General prior to closing of the transaction.

5. The sale proceeds will pay off the Petitioner’s outstanding mortgage debt in the approximate amount of \$3,684,049.62 (principal and interest as of January 31, 2026) and attorneys

fees and costs to Gleich, Farkas & Emmouna LLP in the approximate amount of \$76,929.82, in connection with the outstanding foreclosure action and pursuant to the Report of Referee to Compute (Index No.: 524325/2020) (collectively, the “Foreclosure Costs”).

6. In addition, the Petitioner’s sale proceeds will be used to pay the following closing costs: brokerage fees (\$354,000), New York State transfer taxes (\$38,350), recording and service fees (\$300), approximate outstanding real estate taxes (\$106,695.18), attorneys fees to Rothschild LLC (\$2,266.50), attorneys fees to Mark A. Brandoff, Esq. (\$25,000), and process server fees payable to D.L.S. Inc. (\$300) (collectively, the “Closing Costs”).

7. The estimated net proceeds after payment of the Foreclosure Costs and Closing Costs are \$1,614,295.73 (“Net Proceeds”). The Net Proceeds shall be held in the attorney escrow account of the law offices of Mark A. Brandoff, P.C. (“Escrow Account”), Petitioner’s counsel, and may not be released from escrow without the prior written consent of the Attorney General or the Supreme Court.

8. Based on a review of the Petition and the exhibits thereto (and the additional documents and information requested by the Attorney General) and the verification of Letrice Jones, Grand Matron of the Petitioner, that the Petitioner has complied with the provisions of the Not-for-Profit Corporation Law applicable to the sale of the Property, and neither the Petitioner nor any third party having raised with the Attorney General any objections to the proposed transaction, the transaction is approved.

9. Petitioner shall provide written notice to the Attorney General that the transaction has been completed, if it has been abandoned, or if it is still pending 90 days after approval.

10. Petitioner shall provide the Attorney General, within 30 days after closing, a copy of the final closing statement for the transaction, together with (i) copies of the checks/wires, and (ii) evidence of deposit of the Net Proceeds into the Escrow Account, all in accordance with paragraph 7 above.

11. None of the parties referenced in this Attorney General Approval may be changed without further written approval of the Attorney General.

12. For the purposes of this transaction, the Assistant Attorney General’s facsimile, pdf or electronic signature shall be deemed the equivalent of an original signature.

Letitia James
Attorney General of the State of New York

By: Anthe Maria Bova
Anthe Maria Bova
Assistant Attorney General

February 10, 2026