

**BLACKWELLS CAPITAL LLC
800 Third Avenue, 39th Floor
New York, NY 10022**

April 1, 2021

BY EMAIL AND OVERNIGHT DELIVERY

Monmouth Real Estate Investment Corporation
101 Crawfords Corner Road, Suite 1405
Holmdel, New Jersey 07733
Attn: Michael D. Prashad

**Re: Demand of Blackwells Capital for Inspection of Books and Records of
Monmouth Real Estate Investment Corporation**

Dear Mr. Prashad:

I am writing in response to your letter, dated March 22, 2021 (the “*Response Letter*”) and attached as Appendix A hereto regarding the inspection of certain books and records of Monmouth Real Estate Investment Corporation, a Maryland corporation (the “*Company*”), by Blackwells Capital LLC (“*Blackwells*”) pursuant to Section 2-512(a) of the Maryland Corporations and Associations Code or applicable Maryland common law and Section 1315(a) of the New York Business Corporation Law or applicable New York common law requested in Blackwells’ initial demands each dated March 16, 2021 and delivered to the Company on March 17, 2021 (together, the “*Demand Letters*”).

The Response Letter states that the Company will provide “portions” of the requested information in response to Blackwells’ rightful demand for certain books and records, as set forth in the Demand Letters. However, Blackwells is entitled to *all* materials requested in the Demand Letters under applicable Maryland and New York law, and not merely “portions” of the materials. Please identify those “portions” of the requested information to which the Company believes Blackwells is not entitled and the reasons for the Company’s position.

It is also somewhat surprising that the Company has asked for Blackwells’ residency, given that the Company has asserted in court documents (specifically its complaint against Blackwells and Allison Nagelberg filed in the Superior Court of New Jersey, Chancery Division, Monmouth County on January 20, 2021 (the “*Complaint*”)) that Blackwells is located in New York, New York. Since the Complaint was filed, Blackwells’ address has not changed.

In the spirit of moving forward with the books and records inspection in a constructive manner, we have included with this letter an execution version of the Confidentiality Agreement. Also included is a blackline reflecting changes to the draft Confidentiality Agreement you provided. Once the Confidentiality Agreement is executed, we would expect that all materials will be provided promptly on a rolling basis no later than 24 hours after such materials come into the possession of the Company and that the Company acknowledge that the “possession of the

Company” would include in the possession of any of its directors, officers, employees, advisors or agents. Notwithstanding the foregoing, we reserve all rights, including with respect to the Company’s obligation to produce the information requested in the Demand Letters within the applicable statutory deadlines set forth in the Demand Letters.

We request a response to this letter no later than April 2, 2021 at 5:00 p.m. Eastern Time. If you have any questions or wish to discuss any of the foregoing, please contact me via telephone at (212) 792-6096.

(Signature page follows)

Very truly yours,

BLACKWELLS CAPITAL LLC

By: 
Name: Jason Aintabi
Title: Managing Partner

cc: Patrick N. Petrocelli, Esq. (ppetrocelli@stroock.com)

APPENDIX A

Letter Dated March 22, 2021

MONMOUTH REAL ESTATE INVESTMENT CORPORATION

BELL WORKS
101 CRAWFORDS CORNER ROAD
SUITE 1405
HOLMDEL, NEW JERSEY 07733
A Public REIT Since 1968

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March 22, 2021

Mr. Jason Aintabi
Managing Partner
Blackwells Capital LLC
800 Third Avenue, 39th Floor
New York, NY 10022

RE: Demand of Blackwells Capital for Inspection of Books and Records of
Monmouth Real Estate Investment Corporation (the "Company")

Dear Mr. Aintabi:

I am writing in response to your two letters dated March 16, 2021 (the "Demands") on behalf of Blackwells Capital LLC (the "Stockholder"), which demand inspection of certain of the Company's books and records pursuant to Section 2-512(a) of the Maryland Corporations and Associations Code (the "MD Code") or applicable Maryland common law or Section 1315(a) of the New York Business Corporation Law (the "NYBCL") or applicable New York common law. The Demands were received by the Company via email on March 17, 2021 and by in-person delivery on March 18, 2021.

The Company will, upon execution by the Stockholder of an appropriate confidentiality agreement in the form attached to this letter and, with respect to the request under New York law, upon adequate demonstration that the Stockholder is a "resident of" the State of New York within the meaning of applicable New York law, search for and, if they exist, make available for inspection by the Stockholder those portions of the requested information available to the Company to which the Stockholder is entitled pursuant to Section 2-512(a) of the MD Code or applicable Maryland common law, or Section 1315(a) of the NYBCL or applicable New York common law. Because most of the Company's employees are working remotely, we will not be able to make this information available immediately but we are diligently arranging to have it available to provide to you on a rolling basis beginning within a few days after the confidentiality agreement is executed.

Please note that the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2020, which is on file with the United States Securities and Exchange Commission (the "SEC"), constitutes the most recent annual statement of affairs of the Company. In addition, the Company's current Bylaws and amended and restated charter are on

file with the SEC (see Exhibits 3.1 to 3.13 to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2020). The Company has not been provided with any voting trust agreements in accordance with Section 2-510(2) of the MD Code.

Nothing contained herein is an acknowledgement or agreement by the Company that the Stockholder is entitled under applicable law to any particular information requested in the Demands.

Please be advised that the Company is being represented by Stroock & Stroock & Lavan LLP in connection with its response to the Demands. Please contact Patrick N. Petrocelli of Stroock (who is copied on this correspondence) at 212-806-6682 or ppetrocelli@stroock.com at your convenience regarding the confidentiality agreement or the logistics of the inspection.

Sincerely yours,

Michael D. Prashad

Michael D. Prashad
General Counsel and Secretary

cc: Patrick N. Petrocelli, Esq.