

Via electronic mail

April 8, 2021

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Re: Demand of Blackwells Capital for Inspection of Books and Records of Monmouth Real Estate Investment Corporation (the “Company”)

Dear Desi:

We represent the Company in connection with the two letters, dated March 16, 2021 (the “Demands”), sent by Blackwells Capital LLC (the “Stockholder”), which demand inspection of certain of the Company’s books and records pursuant to Maryland and New York law. We are writing in response to the Stockholder’s letter, dated April 1, 2021, sent to the attention of Michael D. Prashad of the Company (the “April 1st Letter”), which was a response to Mr. Prashad’s letter, dated March 22, 2021, relating to the Demands addressed to Mr. Jason Aintabi, the Stockholder’s Managing Partner, (the “March 22nd Letter”).

First, the Stockholder misstates or has misunderstood the Company’s position, as set forth in the March 22nd Letter. The Company will comply with its legal obligations in responding to the Demands but the Company does not concede that Maryland and/or New York law would entitle the Stockholder to receive all the information covered by the Demands. At this stage, we fail to see the benefit in expending resources by engaging in a discussion about the contents of the Company’s responses to the specific items covered by the Demands. Such a discussion would be more appropriately held, if necessary, after the Company and the Stockholder have agreed to the terms of an appropriate Confidentiality Agreement and after the Company has been afforded an opportunity to make requested books and records available for inspection pursuant to the terms of the executed Confidentiality Agreement.

Second, the Stockholder also misstates the Company’s allegation in the Complaint (as that term is defined in the April 1st Letter). The Company alleged in paragraph 3 of the Complaint that the Stockholder has “an address of 800 Third Avenue, 39th Floor, New York, New York”; the Complaint does not contain any allegations as to the Stockholder’s residency. Moreover, the Stockholder does not appear to be registered in New York with the Department of State as a foreign limited liability company conducting business in New York. Accordingly, the Company reiterates its request that the Stockholder provide adequate documentation demonstrating that

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the Stockholder is a “resident of” the State of New York within the meaning of applicable New York law. Alternatively, in an effort to resolve this issue, the Company is willing to accept a representation from the Stockholder to that effect, as reflected in the attached revised Confidentiality Agreement.

The Company has reviewed the Stockholder’s blackline of the draft Confidentiality Agreement and has proposed additional edits in response to the changes made by the Stockholder, as reflected in the markup sent simultaneously with this letter. Once the Stockholder and the Company have executed the Confidentiality Agreement, and after the Stockholder has remitted the reasonable costs incurred by the Company in connection with the production of the information requested in the Demands, the Company will promptly begin producing the requested books and records to the Stockholder on a rolling basis, to the extent the Stockholder is entitled to such books and records under applicable law. To ensure prompt production, the Company has already started gathering the requested books and records and is calculating the reasonable costs it has incurred and will incur in responding to the Demands.

The Company declines at this time to make any representations as to the nature of its collection efforts. Again, the Company believes discussions of that nature, if necessary, are more appropriately held after the Company has made its books and records available for inspection.

I am available to discuss the edits to the Confidentiality Agreement if it would be helpful to do so. Please direct any further communications with respect to the Demands to my attention.

Sincerely,

/s/ Patrick N. Petrocelli

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