

BILL OF SALE

For good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, THE CITY OF NEW YORK (the “Seller”) hereby sells to NYCTL 2021-A RESIDUAL TRUST (the “Purchaser”), without recourse, the increase in the Ownership Interest (as defined in the Amended and Restated Declaration and Agreement of Trust Relating to NYCTL 2021-A Trust, dated as of February 24, 2022, between Wilmington Trust Company, as Issuer Trustee, and the Seller) in NYCTL 2021-A Trust that the Seller received as part of the purchase price for the Schedule B Tax Liens (as defined in the Purchase and Sale Agreement, dated as of December 17, 2021, between NYCTL 2021-A Trust and the Seller), in return for a corresponding increase in the Beneficial Interest (as defined in the Amended and Restated Declaration and Agreement of Trust Relating to the Purchaser, dated as of February 24, 2022, among the Seller, Wilmington Trust Company, as Delaware Trustee, and the other trustees signatory thereto) in the Purchaser.

This Bill of Sale shall be governed by the laws of the State of New York (other than provisions regarding conflicts of law, but not excluding Section 5-1401 of the General Obligations Law).

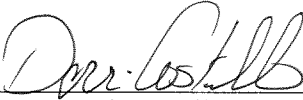
Dated: February 24, 2022

[Signature on following page]

IN WITNESS WHEREOF, the parties have caused this Bill of Sale to be executed by their duly authorized officers as of the date first written above.

NYCTL 2021-A RESIDUAL TRUST

By: WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Delaware Trustee on behalf of NYCTL 2021-A Residual Trust

By: 
Name: Dorri Costello
Title: Vice President

THE CITY OF NEW YORK

By: _____
Name:
Title:

Approved as to form:

By: _____
Name:
Title:

IN WITNESS WHEREOF, the parties have caused this Bill of Sale to be executed by their duly authorized officers as of the date first written above.

NYCTL 2021-A RESIDUAL TRUST

By: WILMINGTON TRUST COMPANY, not in its individual capacity, but solely as Delaware Trustee on behalf of NYCTL 2021-A Residual Trust

By: _____
Name:
Title:

THE CITY OF NEW YORK

By: Annette Hill
Name: Annette Hill
Title: Associate Commissioner

Approved as to form:

By: Albert Rodriguez
Name: Albert Rodriguez
Title: Acting Corporation Counsel