Exhibit 10.1  
 CERTAIN PORTIONS OF THIS EXHIBIT HAVE BEEN OMITTED AND REPLACED WITH “[\*\*\*]”. SUCH IDENTIFIED INFORMATION HAS BEEN EXCLUDED FROM THIS EXHIBIT BECAUSE IT IS (I) NOT MATERIAL AND (II) IS THE TYPE THAT THE COMPANY TREATS AS PRIVATE OR CONFIDENTIAL.  
 AMENDMENT TO STOCK PURCHASE AGREEMENT  
 This Amendment to the STOCK PURCHASE AGREEMENT (this “Amendment”), dated as of January 30, 2024 (the “Amendment Effective Date”), is made by and between Trinity Place Holdings Inc., a Delaware corporation (the “Company”), TPHS Lender LLC, a Delaware limited liability company (the “Company Investor”) and TPHS Investor LLC, a Delaware limited liability company (the “JV Investor”, and together with the Company Investor, the “Investor”). Any reference to the “Investor” in this Amendment shall refer to the Company Investor and/or the JV Investor as the context may require.  
 WHEREAS, the Company and the Investor are parties to that certain Stock Purchase Agreement, dated as of January 5, 2024 (the “Stock Purchase Agreement”);  
 WHEREAS, pursuant to Section 22 of the Stock Purchase Agreement, the Stock Purchase Agreement may be amended by a written instrument signed by all of the parties thereto; and  
 WHEREAS, the Company and the Investor now desire to enter into this Amendment in order to amend the Stock Purchase Agreement in the manner set forth herein.  
 NOW, THEREFORE, in consideration of the mutual promises, agreements, representations, warranties and covenants contained herein, each of the parties hereto hereby agrees as follows: