

AMENDMENT OF LEASE

AGREEMENT, made as of the 11th day of December, 1985, between BATTERY PARK CITY AUTHORITY, a public benefit corporation of the State of New York, having an office at 40 West Street, New York, New York 10006 ("Landlord") and MARINER'S COVE SITE J ASSOCIATES, a New York general partnership, having an office c/o Goodstein Construction Corp., 211 East 46th Street, New York, New York 10017 ("Tenant").

W I T N E S S E T H:

WHEREAS, by Agreement of Lease dated as of October 25, 1984, a Memorandum of which, being of even date therewith, was recorded in the Office of the City Register, New York County on October 30, 1984 in Reel 834 at Page 1699, as amended by Amendment to Lease dated as of November 7, 1985 between Landlord and Tenant to be recorded (the "Lease") Landlord did demise and let to Tenant and Tenant did hire and take from Landlord the real property situate, lying and being in the Borough of Manhattan, City, County and State of New York, as more particularly described in "Exhibit A" annexed to the Lease; and

WHEREAS, the parties desire to amend the Lease;

NOW, THEREFORE, in consideration for the sum of TEN (\$10.00) DOLLARS paid by Tenant to Landlord and for other good

and valuable consideration, the mutual receipt and legal sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

1. Section 42.03(c)(vii) is hereby deleted in its entirety and the following is hereby inserted in its place:

(vii) Substantial completion of all construction work on the Building shall have occurred, there shall have been delivered to Landlord a certificate from the Architect certifying that such construction has been substantially completed in accordance with the approved Plans and Specifications, the Master Development Plan and the Design Guidelines and there shall have been issued a temporary or permanent Certificate of Occupancy for one or more Units (including the Unit which is the subject of the Initial Unit Transfer) and a true and correct copy of such Certificate(s) of Occupancy shall have been delivered to Landlord.

2. Section 42.04 is hereby amended by adding thereto the following subparagraph (d):

(d) No Unit shall be transferred by Mariner's Cove until a temporary or permanent Certificate of Occupancy shall have been issued for such Unit and a true and correct copy of such Certificate of Occupancy shall have been delivered to Landlord.

3. The first sentence of Section 42.05(d) is hereby deleted in its entirety and the following is hereby inserted in its place:


Provided (i) Landlord shall not have applied the Letter of Credit Amount or any portion thereof in accordance with the provisions of Section 42.06 and (ii) Substantial Completion of the Building shall have occurred, Mariner's Cove or any Person designated by Mariner's Cove in the

Condominium Plan shall have the right to reduce the Letter of Credit as follows: (x) the closings of sale of 45% of the Units, the Letter of Credit Amount shall be reduced by 10%, (y) upon the closings of sale of 60% of the Units, the Letter of Credit Amount shall be reduced by an additional 50% and (z) upon the closings of sale of 75% of the Units, the Letter of Credit Amount shall be reduced to \$233,333 (each such reduction of the Letter of Credit Amount is hereinafter referred to as a "Permitted Reduction").

4. As modified and amended by this Agreement, all of the terms, covenants and conditions of the Lease are hereby ratified and confirmed and shall continue to be and remain in full force and effect throughout the remainder of the term thereof.


IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first written above.

BATTERY PARK CITY AUTHORITY

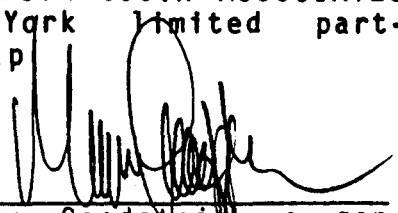
By: 
~~President~~ EXECUTIVE VICE PRESIDENT

MARINER'S COVE SITE J ASSOCIATES, a New York general partnership

BY: CARA ASSOCIATES, a New York general partnership

By: 
~~Frank Phelan, a partner~~
MICHAEL FELDMAN

BY: HUDSON SOUTH ASSOCIATES, a
New York limited part-
nership



By: 
Martin Goodstein, a gen-
eral partner

BY: RECTOR PARK ASSOCIATES, a
New York general part-
nership

By: 
Howard Milstein, a part-
ner

The undersigned hereby consents
to this Lease Amendment.

CITIBANK N.A.

By:  
Its: Vice President

Landlord: BATTERY PARK CITY AUTHORITY, a public benefit corporation of the State of New York.

Address: 40 West Street
New York, New York 10006

Tenant: MARINER'S COVE SITE J ASSOCIATES, a New York general partnership

Address: c/o Goodstein Construction Corp.
211 East 46th Street
New York, New York 10017

Title and Date of Execution of Agreement Modifying Lease: "Amendment of Lease", December 11, 1985

Premises: The real property situate, lying and being in the Borough of Manhattan, City, County and State of New York, as more particularly described on Exhibit "A" annexed hereto.

Changes in Initial Term of Lease: No change. (Commencement Date - October 25, 1984; Termination Date - June 17, 2069)

Changes in Renewal: No Change. (Tenant has no right or option to extend the term of the Lease.)

IN WITNESS WHERE OF, Landlord and Tenant have executed this Memorandum of Lease Modification as of December 11, 1985.

BATTERY PARK CITY AUTHORITY

By: Will Donohoe
~~President~~ EXECUTIVE VICE PRESIDENT

MARINER'S COVE SITE J ASSOCIATES,
a New York general partnership

BY: CARA ASSOCIATES, a New York general partnership

By: Michael Feldman
~~Frank Feldman~~, a partner
MICHAEL FELDMAN

BY: HUDSON SOUTH ASSOCIATES, a New York limited partnership

By: Martin Goodstein, a general partner

BY: RECTOR PARK ASSOCIATES, a New York general partnership

By: Howard Milstein, a partner

PARCEL J

ALL that certain plot piece or parcel of land, situate, lying and being in the Borough of Manhattan, City, County and State of New York, bounded and described as follows:

BEGINNING at a point on the northerly side of Rector Place distant 247.41 feet South 77 degrees 31 minutes 29 seconds West, as measured along the northerly side of Rector Place, from the point formed by the intersection of the northerly side of Rector Place with the westerly side of South End Avenue;

RUNNING THENCE South 77 degrees 31 minutes 29 seconds West along the northerly side of Rector Place. 63 feet;

THENCE along the sides of a park, as shown on a map bearing Acc. No. 30071 and showing a change in the City Map, which map was approved by a resolution adopted by the Board of Estimate on November 13, 1981 (Cal. No. 4) the following 2 courses and distances:

- 1) South 77 degrees 31 minutes 29 seconds West, 70 feet.
- 2) North 18 degrees 14 minutes 10 seconds West, 122.44 feet;

THENCE North 77 degrees 31 minutes 29 seconds East 145.29 feet.

THENCE South 12 degrees 28 minutes 31 seconds East, 121.83 feet to the point or place of BEGINNING.

TOGETHER with the benefits of and subject to the burdens of an easement of pedestrian and vehicular ingress and egress as set forth limited and delineated in a Declaration of Easement made by Battery Park City Authority dated as of 3/23/84 and recorded on 3/28/84 in Reel 778 page 44 over the following described parcel:

ALL that certain plot piece or parcel of land situate lying and being in the Borough of Manhattan, County, City and State of New York and more particularly bounded and described as follows:

BEGINNING at a point in the southerly line of Albany Street distant 108.58 feet westerly from the corner formed by the intersection of the westerly line of South End Avenue with the southerly line of Albany Street:

1. running thence south 12 degrees 28 minutes 31 seconds east. 122.00 feet.

2. thence south 77 degrees 31 minutes 29 seconds west, 182.00 feet;
3. thence north 12 degrees 28 minutes 31 seconds west, 122.00 feet to the southerly line of Albany Street;
4. thence north 77 degrees 31 minutes 29 seconds east along the southerly line of Albany Street, 25.00 feet;
5. thence south 12 degrees 28 minutes 31 seconds east, 97.00 feet;
6. thence north 77 degrees 31 minutes 29 seconds east, 132.00 feet;
7. thence north 12 degrees 28 minutes 31 seconds west, 97.00 feet to the southerly line of Albany Street;
8. thence north 77 degrees 31 minutes 29 seconds east along the southerly line of Albany Street 25.00 feet to the point or place of BEGINNING.

Bearings are in the same system used on the Borough Survey, Borough President's Office, Borough of Manhattan.

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 25th day of April, 1986, before me personally came William C. Dinicola, to me known, who being by me duly sworn, did depose and say that he resides at 110-18 75th Avenue, Forest Hills, N.Y.; that he is the Executive Vice President of BATTERY PARK CITY AUTHORITY, the public benefit corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the members of said corporation; and that he signed his name thereto by like order of the board of directors of said corporation.

Beverly A. Manning
Notary Public

BEVERLY A. MANNING
NOTARY PUBLIC, State of New York
No. 01MA4500032
Qualified in Kings County
Commission Expires March 30, 1988
SEPT.

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 27 day of February, 1986, before me personally came MICHAEL FLORES, to me known, who, being by me duly sworn, did depose and say that he resides at 2 Tudor City Place, N.Y. N.Y.; that he is a partner in CARA ASSOCIATES, a New York general partnership, the partnership described in and which executed the foregoing instrument and which executed the same as a partner of MARINER'S COVE SITE J ASSOCIATES, a New York partnership.

CHARLES L. FEUERSTEIN
Notary Public, State of New York
No. 30-4036783
Qualified in Nassau County
Commission Expires March 30, 1987

Charles L. Feuerstein
Notary Public

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 11th day of March, 1986, before me personally came Martin Goodstein, to me known, who, being by me duly sworn, did depose and say that he resides at 111 East 4th Street, New York, N.Y.; that he is a partner in HUDSON SOUTH ASSOCIATES, a New York limited partnership, the partnership described in and which executed the foregoing instrument and which executed the same as a partner of MARINER'S COVE SITE J ASSOCIATES, a New York partnership.

STAR BERLINER
NOTARY PUBLIC, State of New York
No. 24-4774091
Qualified in Kings County
Cert. Filed in New York County
Commission Expires March 30, 1986

Star Berliner
Notary Public

STATE OF NEW YORK)
: ss.:
COUNTY OF NEW YORK)

On this 14 day of March, 1986, before me personally came HARVEY P. MILSTEIN, to me known, who, being by me duly sworn, did depose and say that he resides at 20 W. 64th Street N.Y. N.Y.; that he is a partner in RECTOR PARK ASSOCIATES, a New York general partnership, the partnership described in and which executed the foregoing instrument and which executed the same as a partner of MARINER'S COVE SITE J ASSOCIATES, a New York partnership.

Michael G. Bell
Notary Public

MICHAEL G. BELL

15002

MEMORANDUM OF LEASE MODIFICATION

LANDLORD: BATTERY PARK CITY AUTHORITY

TENANT: PARTNER'S COVER STORY ASSOCIATES

By: [Signature]

SECURITY
BLOCK
ROOM
COUNTY



RECORD AND RETURN TO

CLERK BOXER NUMBER 2115
751 Broadway
New York, NY 10003
(212) 249-2100

