

---

FIRST AMENDMENT  
TO  
CONDOMINIUM OFFERING PLAN  
**THE DEUCE CONDOMINIUM**  
**534 West 42nd Street**  
**New York, New York 10036**

DATED: September 11, 2008

---

THIS AMENDMENT MODIFIES AND SUPPLEMENTS THE TERMS OF THE ORIGINAL  
OFFERING PLAN DATED AUGUST 15, 2008.

The Deuce Condominium  
534 West 42nd Street  
New York, New York 10036

Sponsor: Shao Lin Operating LLC

Selling Agent: Shao Lin Operating LLC

---

FIRST AMENDMENT TO CONDOMINIUM OFFERING PLAN  
PLAN

---

This First Amendment modifies and supplements the terms of the Offering Plan dated August 15, 2008, and should be read in conjunction with the Offering Plan. The Offering Plan is hereinafter referred to as the "Plan."

1. Revised Schedule A.

- (i) Columns 6, 7, 8, 9 and 10 of Schedule A, as previously filed, are incorrect in that these reflect annual costs rather than monthly costs. Please see revised Schedule A attached hereto and made a part hereof.
- (ii) Approximate total areas of Units 1 and 8 as set forth in Schedule A, as previously filed, are incorrect. Please see revised Schedule A attached hereto and made a part hereof.

2. Incorporation of the Plan.

The Plan, as modified and supplemented by this First Amendment, is incorporated herein by reference with the same force and effect as if set forth at length.

3. Certain Definitions.

All capitalized terms used in this First Amendment which are defined in the Plan shall have the respective meanings ascribed to such terms in the Plan.

4. No Other Material Changes in the Plan.

There have been no material changes in the Plan except as set forth in the First Amendment. The Plan, as hereby amended, does not knowingly omit any material fact or knowingly contain any untrue statement of any material fact.

New York, New York  
Dated: September 11, 2008

Shao Lin Operating LLC  
Sponsor

## SCHEDULE A

SCHEDULE OF OFFERING PRICES, PROJECTED COMMON CHARGES, AND REAL ESTATE TAXES FOR  
THE FIRST YEAR OF CONDOMINIUM OPERATION

January 1, 2009 - December 31, 2009

The Deuce Condominium

534 West 42nd Street, New York, NY 10036

| #            | Unit of<br>Bedrooms | Number of<br>Baths | Total Area<br>(sq. ft.) | Terrace/Balcony | Offering<br>Price | % of<br>Common<br>Interest | Estimated<br>Monthly<br>Common<br>Chg. | Estimated<br>No. RE Taxes<br>with<br>421-a |   | Estimated<br>No. RE Taxes<br>without<br>421-a |   | Estimated<br>Carry Chg.<br>with<br>421-a                      |                  | Estimated<br>Carry Chg.<br>without<br>421-a |     | Estimated<br>Carry Chg.<br>Post Construc.<br>No. RE Taxes w/o |      |
|--------------|---------------------|--------------------|-------------------------|-----------------|-------------------|----------------------------|--|--|---|---|---|---|------------------|---|-----|---|------|
|              |                     |                    |                         |                 |                   |                            |  | Estimated<br>No. RE Taxes<br>with<br>421-a | Estimated<br>No. RE Taxes<br>without<br>421-a | Estimated<br>Carry Chg.<br>with<br>421-a      | Estimated<br>Carry Chg.<br>without<br>421-a | Estimated<br>Carry Chg.<br>Post Construc.<br>No. RE Taxes w/o |                  |   |     |   |      |
|              |                     |                    |                         |                 |                   |                            |  | (1)  | (2)   | (3)   | (4)   | (5)   | (6)              | (7)   | (8) | (9)   | (10) |
| 1            | n/a                 | n/a                | 257.00                  | n/a             | 8,900             | 5.80                       | 142.89                                 | 504.75                                     | 723.58  | 1,085.44                                      | 837.46                                      |   |                  |   |     |   |      |
| 2            | 1                   | 1.5                | 1,148.00                | 405             | 2,684,075.00      | 11.500%                    | 967.82                                 | 238.15                                     | 841.24  | 1,205.97                                      | 1,809.06                                    | 1,395.77  |                  |   |     |   |      |
| 3            | 1                   | 1.5                | 1,148.00                | 57              | 2,080,400.00      | 11.500%                    | 967.82                                 | 238.15                                     | 841.24  | 1,205.97                                      | 1,809.06                                    | 1,395.77  |                  |   |     |   |      |
| 4            | 1                   | 1.5                | 1,148.00                | 57              | 2,092,450.00      | 11.500%                    | 967.82                                 | 238.15                                     | 841.24  | 1,205.97                                      | 1,809.06                                    | 1,395.77  |                  |   |     |   |      |
| 5            | 1                   | 1.5                | 1,148.00                | 57              | 2,104,500.00      | 11.500%                    | 967.82                                 | 238.15                                     | 841.24  | 1,205.97                                      | 1,809.06                                    | 1,395.77  |                  |   |     |   |      |
| 6            | 1                   | 1.5                | 1,148.00                | 57              | 2,128,600.00      | 11.500%                    | 967.82                                 | 238.15                                     | 841.24  | 1,205.97                                      | 1,809.06                                    | 1,395.77  |                  |   |     |   |      |
| 7            | 1                   | 1.5                | 1,148.00                | 57              | 2,140,650.00      | 11.500%                    | 967.82                                 | 238.15                                     | 841.24  | 1,205.97                                      | 1,809.06                                    | 1,395.77  |                  |   |     |   |      |
| 8            | 2                   | 2.5                | 2,206.00                | 579             | 4,951,300.00      | 24.100%                    | 2,028.22                               | 499.08                                     | 1,762.96                                      | 2,527.30                                      | 3,791.18                                    | 2,926.96  |                  |   |     |   |      |
| SU-1         |                     |                    |                         |                 |                   | -                          | 0.000%                                 | -  | -   | -   | -   | -   |                  |   |     |   |      |
| SU-2         |                     |                    |                         |                 |                   | -                          | 0.000%                                 | -  | -   | -   | -   | -   |                  |   |     |   |      |
| SU-3         |                     |                    |                         |                 |                   | -                          | 0.000%                                 | -  | -   | -   | -   | -   |                  |   |     |   |      |
| SU-4         |                     |                    |                         |                 |                   | -                          | 0.000%                                 | -  | -   | -   | -   | -   |                  |   |     |   |      |
| SU-5         |                     |                    |                         |                 |                   | -                          | 0.000%                                 | -  | -   | -   | -   | -   |                  |   |     |   |      |
| SU-6         |                     |                    |                         |                 |                   | -                          | 0.000%                                 | -  | -   | -   | -   | -   |                  |   |     |   |      |
| SU-7         |                     |                    |                         |                 |                   | -                          | 0.000%                                 | -  | -   | -   | -   | -   |                  |   |     |   |      |
| SU-8         |                     |                    |                         |                 |                   | -                          | 0.000%                                 | -  | -   | -   | -   | -   |                  |   |     |   |      |
| <b>TOTAL</b> |                     |                    |                         |                 |                   | <b>9,751.00</b>            | <b>18,181,975.00</b>                   | <b>100.00%</b>                             | <b>8,415.83</b>                               | <b>2,070.87</b>                               | <b>7,315.15</b>                             | <b>10,486.70</b>  | <b>15,730.98</b> |   |     | <b>12,138.04</b>  |      |

## NOTES:

Unit #1 is a retail unit  
Unit #8 is a duplex and comprises floors 8 and 9