
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 #	Number of Bedrooms	Number of Baths	Approx. Total Area (sq. ft.)	Approx. Terrace/Balcony Sq. Ft.	Offering Price	% of Common Interest	Estimated Monthly Common Chrg.	Estimated Mo. RE Taxes with 421-a	Estimated Mo. RE Taxes without 421-a	Estimated Carry Chrg. with 421-a	Estimated Carry Chrg. without 421-a	Estimated Fully Assessed 1/2010-12/2011 Post-Construction Mo. RE Taxes w/o
1	n/a	na	257.00	n/a		8.900%	580.69	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	489.08	1,762.96	2,527.30	3,781.18	2,925.96
SU-1			50.00		-	0.000%	-	-	-	-	-	-
SU-2			50.00		-	0.000%	-	-	-	-	-	-
SU-3			50.00		-	0.000%	-	-	-	-	-	-
SU-4			50.00		-	0.000%	-	-	-	-	-	-
SU-5			50.00		-	0.000%	-	-	-	-	-	-
SU-6			50.00		-	0.000%	-	-	-	-	-	-
SU-7			50.00		-	0.000%	-	-	-	-	-	-
SU-8			50.00		-	0.000%	-	-	-	-	-	-
TOTAL			9,751.00		18,181,975.00	100.00%	8,415.83	2,070.87	7,315.15	10,486.70	15,730.98	12,138.04

NOTES:

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