

**FIFTH AMENDMENT
TO THE CONDOMINIUM OFFERING PLAN
FOR THE 534 WEST 42ND STREET CONDOMINIUM, LOCATED
AT 534 WEST 42ND STREET, NEW YORK, NEW YORK**

The Offering Plan dated August 15, 2008 for condominium ownership of premises located at 534 West 42nd Street, New York, New York,(the "Plan") is hereby further amended by this fifth Amendment as follows:

1. Pursuant to Part 20.5(e) of the Regulations, the Plan has been declared effective.

In accordance with the terms of the Plan, the Sponsor declared the Plan effective by written notice to the Purchasers dated June 1, 2012 (the "Effective Date"). A copy of the Affidavit of the Sponsor advising that the Plan has been declared effective is annexed hereto as Exhibit "A". Such affidavit reflects that as of the Effective Date, executed Purchase Agreements have been received by the Sponsor for three (3) Units, representing approximately 43% of the units being sold pursuant to the terms of the Plan.

2. Other than as set forth above, there are no other material changes in the terms of this Offering Plan.

Dated:

534 West 42nd Street LLC
825 Third Avenue, 37th Floor
New York, New York 10022

EXHIBIT A

State of New York :
County of New York : ss.:

Brian Shatz, hereby affirms, deposes and says:

1. That 534 West 42nd Street LLC, the Substitute Sponsor of the above captioned condominium offering plan, is wholly owned by MadisonRealty Capital, L.P. whose general partner is Madison Realty Capital GP, LLC, and that I am the Manager of Madison Realty Capital GP, LLC.
2. The Offering Plan was accepted for filing by the Department of Law on August 15, 2008.
3. The Purchasers being counted for the purpose of declaring the Plan effective;
 - (a) are bona fide purchasers;
 - (b) are not purchasing as an accommodation to, or for the account or benefit of the sponsor or principals of sponsor;
 - (c) have duly executed a purchase agreement and paid the full down payment as required in the Procedure to Purchase section of the offering plan.
4. There are no material changes to the budget for the first year's operation which have not been disclosed in a duly filed amendment to the offering plan.
5. No purchaser counted for purposes of declaring the plan effective is the Sponsor, the selling agent or the managing agent or is a principal of the Substitute Sponsor, the selling agent, or the managing agent or is related to the Substitute Sponsor, the selling agent or

the managing agent or any principal of the Substitute Sponsor, the selling agent or the managing agent by blood, marriage, or adoption or as a business associate, an employee, a shareholder or a limited partner.

6. A list of the units which are being counted to meet the minimum percentage that are needed under the terms of the plan to declare the plan effective, and the date of the purchase agreements are as follows:

<u>Unit</u>	<u>Date of Purchase Agreement</u>
6	January 17, 2012
7	April 18, 2012
3	May 23, 2012

SUBSTITUTE SPONSOR: 534 West 42nd Street LLC

By: 
Brian Shatz

Affirmed before me this
23 day of May, 2012


Notary Public

SHOSHANA T. CARMEL
Notary Public, State of New York
No. 01CA6153596
Qualified in New York County
Commission Expires October 10, 2014