

VERNON & GINSBURG, LLP

261 MADISON AVENUE

NEW YORK, NEW YORK 10016

WWW.VGLLP.COM

TELEPHONE
212.949.7300

FACSIMILE
212.697.4432

May 27, 2011

Tal Golomb
Fried, Frank, Harris, Shriver & Jacobson, LLP
One New York Plaza
New York, New York 10004
Hand Delivery

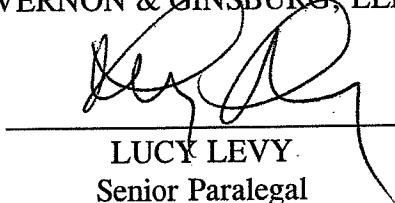
RE: 160 Madison Avenue

Dear Tal:

Enclosed are two fully executed copies of the Purchase and Sale Agreement which I dated May 23, 2011 as discussed. Also enclosed is one counterpart copy of the side letter which I have also dated May 23, 2011.

Very truly yours,

VERNON & GINSBURG, LLP



LUCY LEVY
Senior Paralegal

LL:DL

enclosures

cc: 160 Madison Ave. Owners Corp. (via email)
Darryl M. Vernon