

IN WITNESS WHEREOF, the parties hereto have duly executed this Agreement on the day and year first above written.

SELLER:

160 MADISON AVENUE OWNERS
CORPORATION

By: _____
Name:
Title:

PURCHASER:

RE ASSET LLC

By: _____
Name: **John LaGratta**
Title: **Designated Representative**

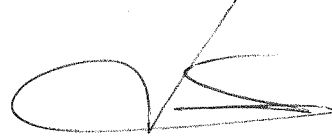
Acknowledged and accepted as to the provisions
related to the Escrowee:

VERNON & GINSBURG, LLP, as Escrowee

By: _____
Name:
Title:

If you are in agreement with the foregoing, please countersign this letter in the space provided below and return a fully executed copy to my attention.

Very truly yours,

A handwritten signature in dark ink, consisting of a large, stylized 'J' followed by a series of loops and a long horizontal stroke.

Jules Demchick

ACCEPTED AND AGREED:

Claude Simon