

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:

Title:

**John LaGratta  
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,



Jules Demchick

ACCEPTED AND AGREED:

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Claude Simon