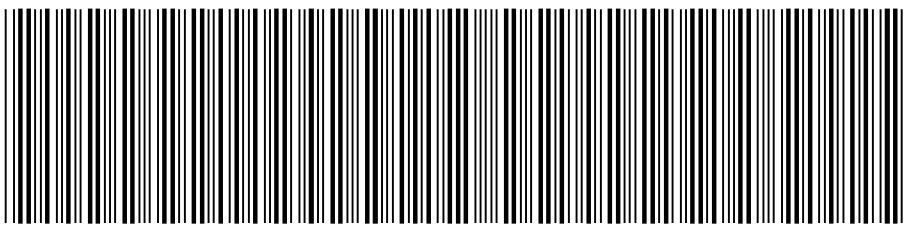


**NYC DEPARTMENT OF FINANCE
OFFICE OF THE CITY REGISTER**

This page is part of the instrument. The City Register will rely on the information provided by you on this page for purposes of indexing this instrument. The information on this page will control for indexing purposes in the event of any conflict with the rest of the document.



2007092100423001001EF724

RECORDING AND ENDORSEMENT COVER PAGE

PAGE 1 OF 13

Document ID: 2007092100423001

Document Date: 09-20-2007

Preparation Date: 09-21-2007

Document Type: EASEMENT

Document Page Count: 11

PRESENTER:

JODI SIEGEL
WACHTEL & MASYR
110 E 59TH STREET, 27TH FLOOR
NEW YORK, NY 10022
212-909-9565
jsiegel@wmllp.com

RETURN TO:

JODI SIEGEL
WACHTEL & MASYR
110 E 59TH STREET, 27TH FLOOR
NEW YORK, NY 10022
212-909-9565
jsiegel@wmllp.com

PROPERTY DATA

Borough **Block** **Lot** **Unit** **Address**
MANHATTAN 1326 29 Entire Lot 246 EAST 53RD STREET

Property Type: OTHER Easement

Borough **Block** **Lot** **Unit** **Address**
MANHATTAN 1326 28 Entire Lot 993 2 AVENUE

Property Type: OTHER Easement

Additional Properties on Continuation Page

CROSS REFERENCE DATA

CRFN _____ or Document ID _____ or _____ Year _____ Reel _____ Page _____ or File Number _____

PARTIES

GRANTOR/SELLER:

246 EAST 53RD STREET ASSOCIATES, LLC
C/O THE RELATED COMPANIES, L.P., 60 COLUMBUS
CIRCLE
NEW YORK, NY 10023

GRANTEE/BUYER:

53RD & 2ND ASSOCIATES, LLC
C/O THE RELATED COMPANIES, L.P., 60 COLUMBUS
CIRCLE
NEW YORK, NY 10023

FEES AND TAXES

Mortgage			Filing Fee:	
Mortgage Amount:	\$	0.00		\$ 0.00
Taxable Mortgage Amount:	\$	0.00	NYC Real Property Transfer Tax:	
Exemption:				\$ 0.00
TAXES: County (Basic):	\$	0.00	NYS Real Estate Transfer Tax:	
City (Additional):	\$	0.00		\$ 0.00
Spec (Additional):	\$	0.00		
TASF:	\$	0.00		
MTA:	\$	0.00		
NYCTA:	\$	0.00		
Additional MRT:	\$	0.00		
TOTAL:	\$	0.00		
Recording Fee:	\$	98.00		
Affidavit Fee:	\$	0.00		

**RECORDED OR FILED IN THE OFFICE
OF THE CITY REGISTER OF THE
CITY OF NEW YORK**

Recorded/Filed 11-01-2007 10:27

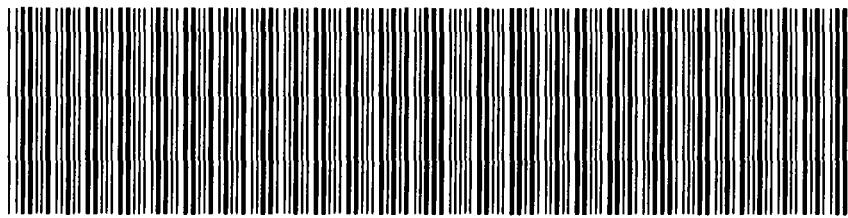
City Register File No.(CRFN):

2007000549798



Gratia M. Hill
City Register Official Signature

**NYC DEPARTMENT OF FINANCE
OFFICE OF THE CITY REGISTER**



2007092100423001001CF5A4

RECORDING AND ENDORSEMENT COVER PAGE (CONTINUATION) PAGE 2 OF 13

Document ID: 2007092100423001

Document Date: 09-20-2007

Preparation Date: 09-21-2007

Document Type: EASEMENT

PROPERTY DATA

Borough	Block	Lot	Unit	Address
MANHATTAN	1326	128	Entire Lot	252 EAST 53RD STREET

Property Type: OTHER Easement

**CON EDISON MECHANICAL ROOM AIR INTAKE AND EXHAUST
EASEMENT AGREEMENT**

EASEMENT AGREEMENT made this 20th day of September, 2007, between 246 East 53rd Street Associates, LLC, a Delaware limited liability company, hereinafter referred to as the "Grantor," having an office c/o The Related Companies, L.P., 60 Columbus Circle, New York, New York 10023, and 53rd & 2nd Associates, LLC, hereinafter referred to as the "Grantee," having an office c/o The Related Companies, L.P., 60 Columbus Circle, New York, New York 10023.

WHEREAS, the Grantor is the fee owner of certain land located in the City and State of New York, Borough of Manhattan, designated as Block 1326 Lot 29 on the Tax Map of the City of New York, hereinafter referred to as Parcel A and more particularly described by a metes and bounds description set forth in Exhibit A-1 annexed hereto and by this reference made a part hereof;

WHEREAS, the Grantee is the fee owner of certain land located in the City and State of New York, Borough of Manhattan, designated as Block 1326 Lots 28 and 128 on the Tax Map of the City of New York, hereinafter referred to as Parcel B and more particularly described by a metes and bounds description set forth in Exhibit A-2 annexed hereto and by this reference made a part hereof;

WHEREAS, the property of the Grantee, Parcel B, is situated to the east of the property of the Grantor, Parcel A, and said parcels are contiguous to one another;

WHEREAS, the installation of a louvered air intake/exhaust vent (the "Intake/Exhaust Vent") of approximately 28 feet, 11 inches long and 7 feet, 11 inches high, more particularly shown on attached plans SK-1, SK-3 and SK-4, on Parcel B is required pursuant to an agreement with Con Edison; and

WHEREAS, the Grantor is willing to grant to the Grantee an easement over such portion of the Grantor's property (the "Easement Area"), more particularly described by a metes and bounds description on attached Exhibit A-3, and a diagrammatic sketch with a labeled portion indicating the Easement Area on SK-1 annexed hereto and by this reference made a part hereof.

NOW, THEREFORE, good and valuable consideration having been paid, Grantor for her/himself, her/his heirs, legal representatives, successors and assigns hereby makes the following grant:

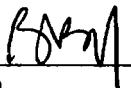
1. Grantor hereby grants and conveys to Grantee, her/his heirs, legal representatives, successors and assigns and to any future owner of Parcel B, an easement over the Easement Area located on Parcel A, as may be necessary for the purpose of allowing the Intake/Exhaust Vent to be installed and to exist at a level which is below ground by up to three (3) feet.

2. Grantor hereby grants to Grantee the right to excavate and construct a well and other improvements (collectively, the "Intake/Exhaust Vent Well") down to a maximum depth of three (3) feet below the existing concrete pavement along the lengthwise distance of the Intake/Exhaust Vent, and extending westward, from the New Building up to a maximum distance of three(3) feet, and upward to the "Restricted Plane" (also known as the "Intake/Exhaust Vent Easement Area"), in the location as more particularly described in attached plan SK-3, installed by the Grantee, and approved by the Department of Buildings;
3. The Intake/Exhaust Vent Easement Area shall at all times be maintained and kept clear and unobstructed;
4. In furtherance of the permanent easement and rights granted above, Grantor hereby grants to Grantee a perpetual, non-exclusive, access easement ("Access Easement") onto Grantor's property and the Intake/Exhaust Vent Easement Area for access under, over and/or across the Grantor's land, in order to construct, maintain, clear, clean, repair and remove such Intake/Exhaust Vent and Intake/Exhaust Vent Well.
5. The Access Easement granted herein shall be exercised (i) at no cost to the Grantor and in accordance with all applicable law and in a prompt, safe and efficient manner; (ii) in a manner so as not to cause a reduction in any required or ancillary services provided by a Public Utility or by the City and so as not to otherwise unreasonably interfere with the use or occupancy or enjoyment of Grantor's building; (iii) in a manner so as not to interfere with the structural integrity of Grantor's building; (iv) taking such precautions as may be necessary or appropriate to prevent unnecessary damage to adjacent or adjoining property; and (v) in accordance with good construction practices and in a manner customary for improvements or work necessary to effectuate the Access Easement.
6. In the event that any action by Grantee taken in furtherance of the Access Easement or construction, maintenance or repair and/or removal of the Intake/Exhaust Vent and Intake/Exhaust Vent Well constructed in the Intake/Exhaust Vent Easement Area, shall result in the placing of a violation upon Grantor's land, Grantee shall, at Grantee's cost and expense, be solely responsible for curing the same and shall promptly take all steps to cure such violations of record.
7. Grantee shall indemnify and hold Grantor harmless from and against any and all damages, liabilities, costs and expenses arising as a result of Grantee's use of the Access Easement.
8. This easement agreement may not be modified, amended or terminated without the prior written consent of the Grantor and Grantee;

9. The covenants set forth herein shall run with the land and be binding upon and inure to the benefit of the parties hereto and their respective heirs, legal representatives, successors and assigns; and

10. This easement agreement shall be recorded at the city register's (county clerk's) office against all affected parcels of land.

IN WITNESS WHEREOF, Grantor and Grantee have made and executed the foregoing easement agreement as of the date hereinabove written.

Grantor
By: 
Bruce A. Beal
VP

Grantee
By: 
Bryan M. Cho
VP

STATE OF NEW YORK)
COUNTY OF NEW YORK)
ss.:)

On the 20th day of August, in the year 2007, before me, the undersigned, personally appeared [Grantor] BRUCE A. BEAL, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

STRONGMAN E. CRISTINA
Notary Public

STRONGMAN E. CRISTINA
Notary Public, State of New York
No. 01STE158910
Qualified in New York County
Commission Expires 3/5/2011

SEAL

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.:
)

On the 20th day of September, in the year 2007, before me, the undersigned,
personally appeared [Grantee] BRYAN CHAD, personally known
to me or proved to me on the basis of satisfactory evidence to be the individual whose
name is subscribed to the within instrument and acknowledged to me that he/she
executed the same in his/her capacity, and that by his/her signature on the instrument,
the individual, or the person upon behalf of which the individual acted, executed the instrument.

STRONGMAN E. CRISTINA
Notary Public

STRONGMAN E. CRISTINA
Notary Public, State of New York
No. 01ST6158910
Qualified in New York County
Commission Expires 31512011

SEAL

EXHIBIT A-1

METES AND BOUNDS DESCRIPTION OF BLOCK 1326, LOT 29

Block 1326, Lot 29

BEGINNING 100 feet west of the corner formed by the intersection of the southerly side of 53rd Street with the westerly side of Second Avenue; and

RUNNING THENCE westerly along the southerly side of 53rd Street, 33 feet 4 inches;

THENCE southerly and parallel with Second Avenue, 100 feet 5 inches;

THENCE easterly and parallel with 53rd Street, 33 feet 4 inches; and

THENCE northerly and parallel to Second Avenue, 100 feet 5 inches to the point or place of BEGINNING.

EXHIBIT A-2

METES AND BOUNDS DESCRIPTION OF BLOCK 1326, LOTS 28 & 128

Block 1326, Lots 28 & 128

BEGINNING at the corner formed by the intersection of the southerly side of 53rd Street with the westerly side of Second Avenue; and

RUNNING THENCE westerly along the southerly side of 53rd Street, 100 feet;

THENCE southerly and parallel with Second Avenue, 100 feet 5 inches;

THENCE easterly and parallel with 53rd Street, 100 feet to the westerly side of Second Avenue; and

THENCE northerly along the westerly side of Second Avenue, 100 feet 5 inches to the point or place of BEGINNING.

EXHIBIT A-3

METES AND BOUNDS DESCRIPTION OF THE EASEMENT AREA

Easement Area

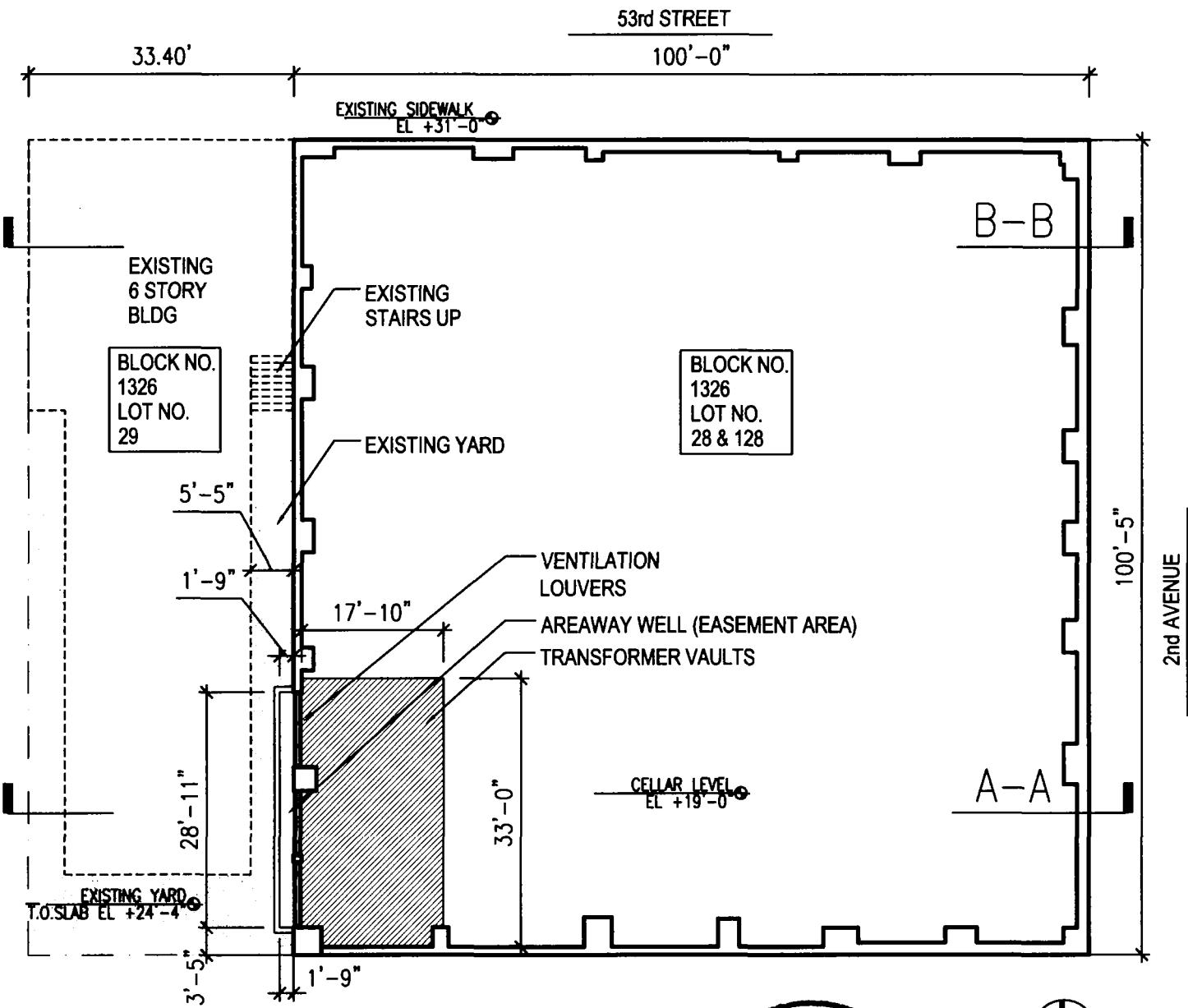
BEGINNING 100 feet west and 3 feet and 5 inches north of the corner formed by the intersection of the northerly side of 52nd Street with the westerly side of Second Avenue; and

RUNNING THENCE westerly parallel to the northerly side of 52nd Street, 1 foot 9 inches;

THENCE northerly and parallel with Second Avenue, 28 feet 11 inches;

THENCE easterly and parallel with 52nd Street, 1 foot 9 inches; and

THENCE southerly and parallel to Second Avenue, 28 feet 11 inches to the point or place of BEGINNING.



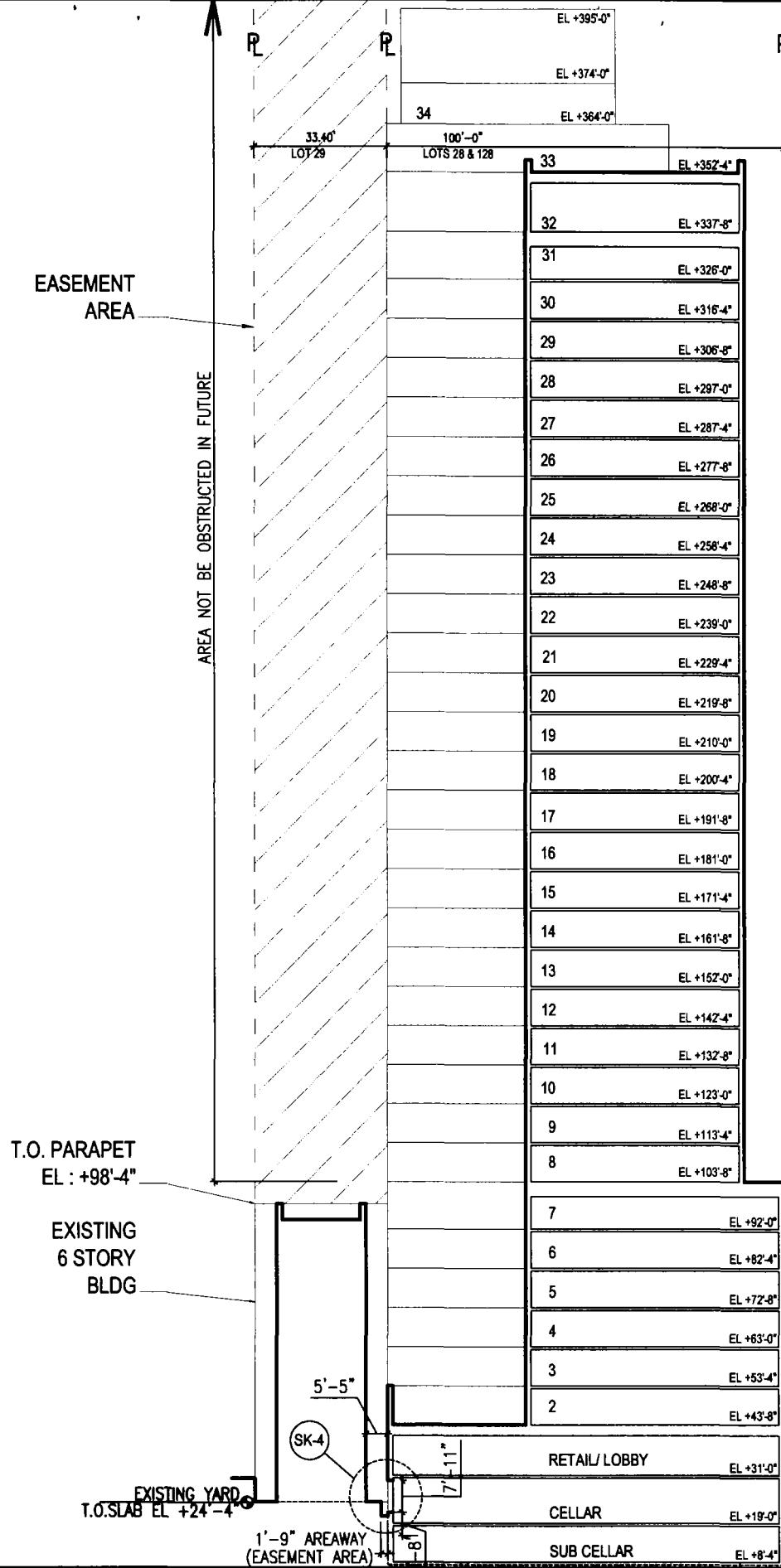
THE VENETO - 250 EAST 53rd STREET
THE RELATED COMPANIES
60 COLUMBUS CIRCLE NY, NY 10023
DAVIS BRODY BOND, LLP

title: CELLAR FLOOR PLAN

date: JULY 20, 2007

scale 1" = 20'-0"

SK-1



THE VENETO - 250 EAST 53rd STREET

THE RELATED COMPANIES

60 COLUMBUS CIRCLE NY, NY 10023

DAVIS BRODY BOND, LLP

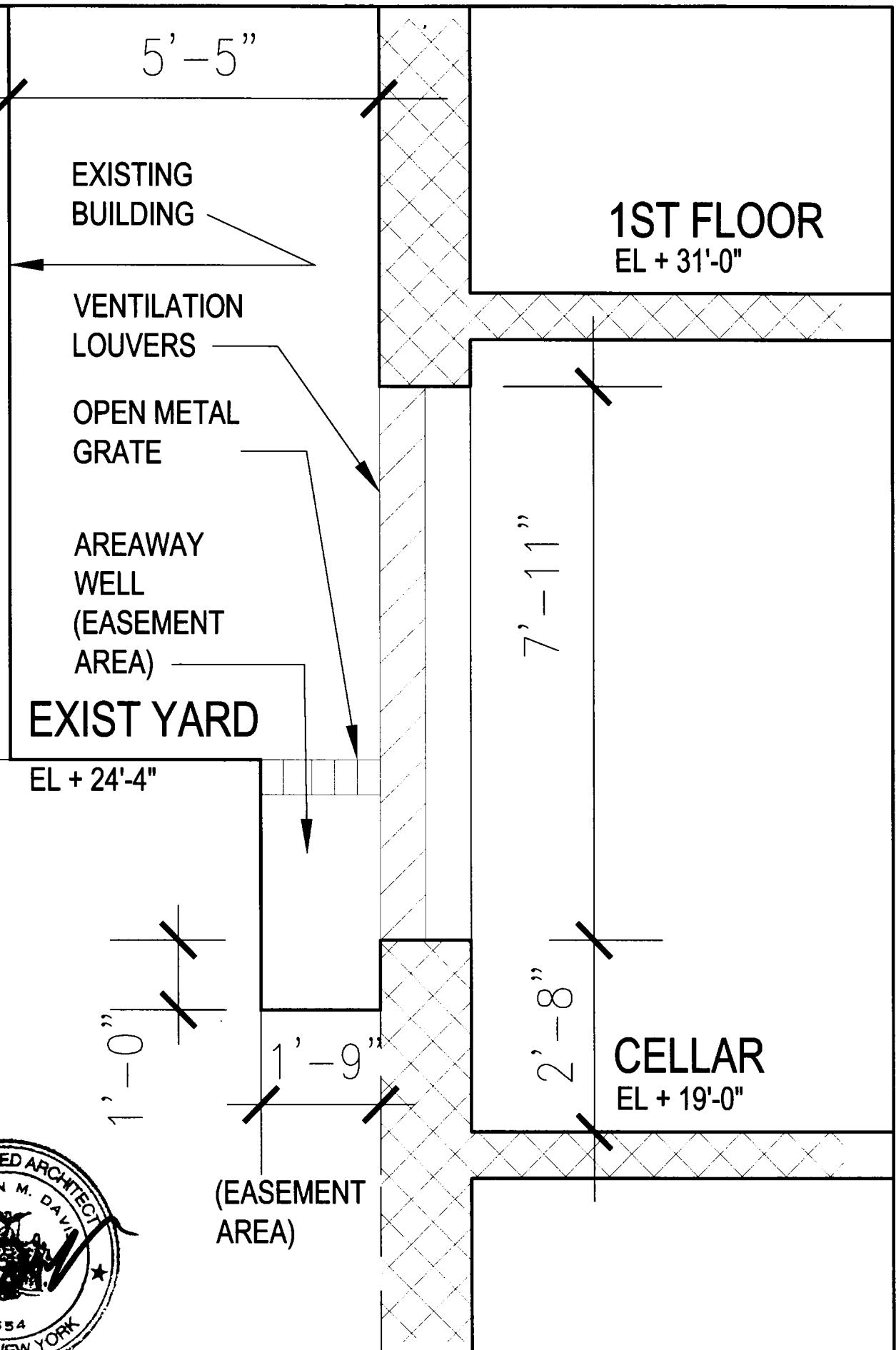
SECTION A-A

date JULY 20, 2007

scale 1" = 40'-0"

SK-3

number



THE VENETO - 250 EAST 53rd STREET
THE RELATED COMPANIES
60 COLUMBUS CIRCLE NY, NY 10023
DAVIS BRODY BOND, LLP

title SECTION DETAIL

date JULY 20, 2007

scale 1/2" = 1'-0"

SK-4

number



N Y C
RPT

NEW YORK CITY DEPARTMENT OF FINANCE
REAL PROPERTY TRANSFER TAX RETURN
(Pursuant to Title 11, Chapter 21, NYC Administrative Code)

GRANTOR ▼

● Name 26 EAST 53RD STREET ASSOCIATES LLC		
● Grantor is a(n): <input type="checkbox"/> individual <input type="checkbox"/> partnership (must complete Schedule 3) (check one) <input type="checkbox"/> corporation <input checked="" type="checkbox"/> other _____	Telephone Number	
● Permanent mailing address after transfer (number and street) C/O THE RELATED COMPANIES 60 COLUMBUS CIRCLE		
● City and State NEW YORK, NY	Zip Code 10023	
● EMPLOYER IDENTIFICATION NUMBER 2 0 - 1 7 4 6 8 6 5	● SOCIAL SECURITY NUMBER OR	_____ - _____ - _____

▼ DO NOT WRITE IN THIS SPACE
FOR OFFICE USE ONLY ▼

● RETURN NUMBER ▲

CITY REGISTER

OCT 15 2007

● DEED SERIAL NUMBER ▲

● NYS REAL ESTATE TRANSFER TAX PAID ▲

GRANTEE ▼

● Name 53RD & 2ND ASSOCIATES, LLC		
● Grantee is a(n): <input type="checkbox"/> individual <input type="checkbox"/> partnership (must complete Schedule 3) (check one) <input type="checkbox"/> corporation <input checked="" type="checkbox"/> other _____	Telephone Number	
● Permanent mailing address after transfer (number and street) C/O THE RELATED COMPANIES 60 COLUMBUS CIRCLE		
● City and State NEW YORK, NY	Zip Code 10023	
● EMPLOYER IDENTIFICATION NUMBER 2 0 - 1 7 4 6 8 1 6	● SOCIAL SECURITY NUMBER OR	_____ - _____ - _____

PROPERTY LOCATION ▼

LIST EACH LOT SEPARATELY. ATTACH A RIDER IF ADDITIONAL SPACE IS REQUIRED							
● Address (number and street)	Apt. No.	Borough	Block	Lot	# of Floors	Square Feet	● Assessed Value of Property
246 EAST 53RD STREET		MANHATTAN	1326	29	6	12,915	612,000.00
993 2 AVENUE		MANHATTAN	1326	28	4	19,596	486,000.00

See Attachment for additional BBL

● DATE OF TRANSFER TO GRANTEE: 9/20/2007

● PERCENTAGE OF INTEREST TRANSFERRED: 100 %

CONDITION OF TRANSFER ▼ See Instructions

● Check (✓) all of the conditions that apply and fill out the appropriate schedules on pages 5-11 of this return. Additionally, Schedules 1 and 2 must be completed for all transfers.

- a. Arms length transfer
- b. Transfer in exercise of option to purchase
- c. Transfer from cooperative sponsor to cooperative corporation
- d. Transfer by referee or receiver (complete Schedule A, page 5)
- e. Transfer pursuant to marital settlement agreement or divorce decree
- f. Deed in lieu of foreclosure (complete Schedule C, page 6)
- g. Transfer pursuant to liquidation of an entity (complete Schedule D, page 6)
- h. Transfer from principal to agent, dummy, strawman or conduit or vice-versa (complete Schedule E, page 7)
- i. Transfer pursuant to trust agreement or will (attach a copy of trust agreement or will)
- j. Gift transfer not subject to indebtedness
- k. Gift transfer subject to indebtedness
- l. Transfer to a business entity in exchange for an interest in the business entity (complete Schedule F, page 7)
- m. Transfer to a governmental body
- n. Correction deed
- o. Transfer by or to a tax exempt organization (complete Schedule G, page 8)
- p. Transfer of property partly within and partly without NYC
- q. Transfer of successful bid pursuant to foreclosure
- r. Transfer by borrower solely as security for a debt or a transfer by lender solely to return such security
- s. Transfer wholly or partly exempt as a mere change of identity or form of ownership. (Complete Schedule M, page 9)
- t. Transfer to a REIT or to a corporation or partnership controlled by a REIT. (Complete Schedule R, pages 10 and 11)
- u. Other transfer in connection with financing (describe): _____
- v. Other (describe): **BASEMENT**

PROPERTY LOCATION**ATTACHMENT**

Address (number and street)	Apt. No.	Borough	Block	Lot	# of Floors	Square Feet	Assessed Value of Property
252 EAST 53RD STREET		MANHATTAN	1326	128	6	15,834	310,950.00

200710020022910101

● TYPE OF PROPERTY (✓)		● TYPE OF INTEREST (✓)	
a. <input type="checkbox"/> 1-3 family house b. <input type="checkbox"/> Individual residential condominium unit c. <input type="checkbox"/> Individual cooperative apartment d. <input type="checkbox"/> Commercial condominium unit e. <input type="checkbox"/> Commercial cooperative f. <input type="checkbox"/> Apartment building g. <input type="checkbox"/> Office building h. <input type="checkbox"/> Industrial building i. <input type="checkbox"/> Utility j. <input checked="" type="checkbox"/> OTHER. (describe): OTHER		Check box at LEFT if you intend to record a document related to this transfer. Check box at RIGHT if you do not intend to record a document related to this transfer.	
REC.	NON REC.		
a. <input type="checkbox"/>	Fee <input type="checkbox"/>		
b. <input type="checkbox"/>	Leashold Grant <input type="checkbox"/>		
c. <input type="checkbox"/>	Leashold Assignment or Surrender <input type="checkbox"/>		
d. <input checked="" type="checkbox"/>	Easement <input type="checkbox"/>		
e. <input type="checkbox"/>	Development Rights <input type="checkbox"/>		
f. <input type="checkbox"/>	Stock <input type="checkbox"/>		
g. <input type="checkbox"/>	Partnership Interest <input type="checkbox"/>		
h. <input type="checkbox"/>	OTHER. (describe): <input type="checkbox"/>		

SCHEDULE 1 - DETAILS OF CONSIDERATION ▼

COMPLETE THIS SCHEDULE FOR ALL TRANSFERS AFTER COMPLETING THE APPROPRIATE SCHEDULES ON PAGES 5 THROUGH 11. ENTER "ZERO" ON LINE 11 IF THE TRANSFER REPORTED WAS WITHOUT CONSIDERATION.

1. Cash.....	● 1.	0 00
2. Purchase money mortgage.....	● 2.	0 00
3. Unpaid principal of pre-existing mortgage(s).....	● 3.	0 00
4. Accrued interest on pre-existing mortgage(s).....	● 4.	0 00
5. Accrued real estate taxes.....	● 5.	0 00
6. Amounts of other liens on property.....	● 6.	0 00
7. Value of shares of stock or of partnership interest received.....	● 7.	0 00
8. Value of real or personal property received in exchange.....	● 8.	0 00
9. Amount of Real Property Transfer Tax and/or other taxes or expenses of the grantor which are paid by the grantee.....	● 9.	0 00
10. Other (describe):.....	● 10.	0 00
11. TOTAL CONSIDERATION (add lines 1 through 10 - must equal amount entered on line 1 of Schedule 2) (see instructions).....	● 11.	0 00

See instructions for special rules relating to transfers of cooperative units, liquidations, marital settlements and transfers of property to a business entity in return for an interest in the entity.

SCHEDULE 2 - COMPUTATION OF TAX ▼

A. Payment	Pay amount shown on line 14 - See Instructions	Payment Enclosed
1. Total Consideration (from line 11, above).....	● 1.	0 00
2. Excludable liens (see instructions).....	● 2.	0 00
3. Consideration (Line 1 less line 2).....	● 3.	0 00
4. Tax Rate (see instructions).....	● 4.	0 %
5. Percentage change in beneficial ownership (see instructions)	● 5.	100 %
6. Taxable consideration (multiply line 3 by line 5)	● 6.	0 00
7. Tax (multiply line 6 by line 4)	● 7.	0 00
8. Credit (see instructions).....	● 8.	0 00
9. Tax due (line 7 less line 8) (if the result is negative, enter zero).....	● 9.	0 00
10. Interest (see instructions).....	● 10.	0 00
11. Penalty (see instructions).....	● 11.	0 00
12. Total Tax Due (add lines 9, 10 and 11).....	● 12.	0 00

GRANTOR'S ATTORNEY ▼

Name of Attorney	JESSE MASYR, ESQ.			Telephone Number
			(212) 909-9500	
Address (number and street) STREET	C/O WACHTEL & MASYR, LLP 110 EAST 59TH		City and State	NEW YORK, NY
EMPLOYER IDENTIFICATION NUMBER	<input type="text"/> - <input type="text"/>		Zip Code	10022
OR			SOCIAL SECURITY NUMBER	<input type="text"/> - <input type="text"/> - <input type="text"/>

GRANTEE'S ATTORNEY ▼

Name of Attorney	JESSE MASYR, ESQ.			Telephone Number
			(212) 909-9500	
Address (number and street) STREET	C/O WACHTEL & MASYR, LLP 110 EAST 59TH		City and State	NEW YORK, NY
EMPLOYER IDENTIFICATION NUMBER	<input type="text"/> - <input type="text"/>		Zip Code	10022
OR			SOCIAL SECURITY NUMBER	<input type="text"/> - <input type="text"/> - <input type="text"/>

CERTIFICATION ▼

I swear or affirm that this return, including any accompanying schedules, affidavits and attachments, has been examined by me and is, to the best of my knowledge, a true and complete return made in good faith, pursuant to Title 11, Chapter 21 of the Administrative Code and the regulations issued thereunder.

GRANTOR

Sworn to and subscribed to

before me on this 11th day

of October, 2007

Strongman E. Cristina

Signature of Notary

EMPLOYER IDENTIFICATION NUMBER OR
SOCIAL SECURITY NUMBER

Bryan Cho

Name of Grantor

Signature of Grantor

GRANTEE

Sworn to and subscribed to

before me on this 11th day

of October, 2007

Bruce A. Read

Name of Grantee

Bell

Signature of Grantee

STRONGMAN E. CRISTINA
Notary Public, State of New York
No. 01ST6158910
Qualified in New York County
Commission Expires 3/5/2011



STRONGMAN E. CRISTINA
Notary Public, State of New York
No. 01ST6158910
Qualified in New York County
Commission Expires 3/5/2011

GRANTEE: To ensure that your property and water/sewer tax bills are sent to the proper address you must complete the Registration forms included in this packet. Owner's Registration Cards can also be obtained by calling the Department of Finance at (718) 935-9500.

WORKSHEET FOR CONDITIONS 1(a) and 1(b)

1. Add lines 1, 2, 7, 8, 9 and 10 from Form NYC-RPT, Schedule 1 and enter total here.....1. \$ 0.00

2a. Enter total number of REIT shares receiveda. 0

b. Enter maximum number of REIT shares into which ownership interests may be convertedb. 0

c. Add lines a and bc. 0

d. Enter offering price per share of REIT shares on the date of the transaction reportedd. 0.00

e. Multiply line 2c by line 2de. 0.00

f. Enter value of ownership interests received not convertible into REIT sharesf. 0.00

g. Add lines e and f2g. 0.00

3. Multiply line 1 by .40 for condition 1(a) or .50 for condition 1(b)3. 0.00

- If line 3 is greater than line 2g, the transaction does not qualify as a REIT transfer. DO NOT FILE THIS SCHEDULE. You must file Form NYC-RPT and compute your tax due on Schedule 2.
- If line 3 is less than or equal to line 2g, the transaction will qualify as a REIT Transfer, provided the other conditions are met. You should complete Form NYC-RPT substituting on line 4 of Schedule 2:
 - .5% instead of 1%;
 - .7125% instead of 1.425%;
 - 1.3125% instead of 2.625%

SEE INSTRUCTIONS TO DETERMINE WHICH TAX RATE APPLIES

Instructions for Completing Worksheet

LINE 1

Where the value of the underlying property transferred or interest therein is used in determining the consideration for a REIT Transfer, you may, but are not required to, report as the value of the real property or interest therein (Form NYC-RPT, Schedule 1, line 7), the estimated market value as determined by the Department of Finance as reflected on the most recent Notice of Assessment issued by the Department. (See *Statements of Audit Procedure 93-2-GCT/RPTT, 3/1/93 and 95-1-GCT/RPTT, 7/28/95*) Add to the amount reported on line 1 the amount of any mortgages and other liens and encumbrances created in contemplation of the formation of the REIT in the case of condition 1(a) or in contemplation of the transaction reported on this Schedule R in the case of condition 1(b).

LINE 2

If the grantor received REIT shares as consideration for the transfer, enter on line 2a the number of REIT shares received. If

the grantor received interests in a partnership or corporation controlled by the REIT that may be converted into REIT shares, enter on line 2b the maximum number of REIT shares into which such interests may be converted and attach an explanation of the terms of the conversion. If the grantor received interests that may be converted into REIT shares but you believe that the offering price for the REIT shares into which such interests may be converted is not a proper measurement of the value of the interests received, do not complete line 2b. Instead, attach an explanation of the terms of the conversion and enter on line 2f the fair market value of the interests received. If the grantor received interests in a partnership or corporation controlled by the REIT that cannot be converted into REIT shares at any time, enter on line 2f the fair market value of the interests received. If you enter an amount on line 2f, attach an explanation of the method used for determining the value of the interests received.

CERTIFICATION

I swear or affirm under penalties of perjury that the grantor has no present intention to transfer or convey the REIT shares or interests in a partnership or corporation controlled by the REIT received by the grantor as consideration in the transaction reported on this Schedule R within two years of the date of the transfer, other than a distribution of such shares or interests to the partners or shareholders of the grantor, and that, to the best of my knowledge, condition 3 above regarding the use of the cash proceeds of the REIT offering will be satisfied, if applicable. I further swear or affirm that I will file an amended Form NYC-RPT and pay any additional tax due if any such transfer or conveyance occurs within such two-year period or if condition 3 above, if applicable, ceases to be met.

GRANTOR

Sworn to and subscribed to
before me on this 11th day
of October, 2007

STRONGMAN E. CRISTINA
Signature of Notary

STRONGMAN E. CRISTINA
Notary Public, State of New York
No. 01ST6158910

Qualified in New York County
Commission Expires 3/5/2011



GRANTEE

Sworn to and subscribed to
before me on this 11th day
of October, 2007

Bruce A. Beal
Signature of Grantee

STRONGMAN E. CRISTINA
Signature of Notary

STRONGMAN E. CRISTINA
Notary Public, State of New York
No. 01ST6158910
Qualified in New York County
Commission Expires 3/5/2011





New York State Department of Taxation and Finance

**Combined Real Estate
Transfer Tax Return,
Credit Line Mortgage Certificate, and
Certification of Exemption from the
Payment of Estimated Personal Income Tax**

See instructions (TP-584-J) before completing this form. Please print or type.

Schedule A — Information relating to conveyance

Grantor/Transferor	Name (if individual: last, first, middle initial) 26 EAST 53RD STREET ASSOCIATES LLC			Social security number
	Mailing address C/O THE RELATED COMPANIES 60 COLUMBUS CIRCLE			Social security number
	City NEW YORK	State NY	ZIP code 10023	Federal employer ident. number 20 1746865
	Name (if individual: last, first, middle initial) 53RD & 2ND ASSOCIATES, LLC			Social security number
	Mailing address C/O THE RELATED COMPANIES 60 COLUMBUS CIRCLE			Social security number
Grantee/Transferee	City NEW YORK	State NY	ZIP code 10023	Federal employer ident. number 20 1746816

Location and description of property conveyed

Tax map designation			Address	City/village	Town	County
Section	Block	Lot	246 EAST 53RD STREET	NEW YORK		MANHATTAN / NEW YORK
1	1326	29				

Type of property conveyed (check applicable box)

1 <input type="checkbox"/> One- to three-family house	5 <input type="checkbox"/> Commercial/Industrial	Date of conveyance	Percentage of real property conveyed which is residential real property _____ 0 % (see instructions)
2 <input type="checkbox"/> Residential cooperative	6 <input type="checkbox"/> Apartment building	9 20 2007	month day year
3 <input type="checkbox"/> Residential condominium	7 <input type="checkbox"/> Office building		
4 <input type="checkbox"/> Vacant land	8 <input checked="" type="checkbox"/> Other OTHER		

Condition of conveyance (check all that apply)

a. <input type="checkbox"/> Conveyance of fee interest	f. <input type="checkbox"/> Conveyance which consists of a mere change of identify or form of ownership or organization (attach Form TP-584.1, Schedule F)	i. <input type="checkbox"/> Option assignment or surrender
b. <input type="checkbox"/> Acquisition of a controlling interest (state percentage acquired _____ %)	g. <input type="checkbox"/> Conveyance for which credit for tax previously paid will be claimed (attach Form TP-584.1, Schedule G)	m. <input type="checkbox"/> Leasehold assignment or surrender
c. <input type="checkbox"/> Transfer of a controlling interest (state percentage transferred _____ %)	h. <input type="checkbox"/> Conveyance of cooperative apartment(s)	n. <input type="checkbox"/> Leasehold grant
d. <input type="checkbox"/> Conveyance to cooperative housing corporation	i. <input type="checkbox"/> Syndication	o. <input checked="" type="checkbox"/> Conveyance of an easement
e. <input type="checkbox"/> Conveyance pursuant to or in lieu of foreclosure or enforcement of security interest (attach Form TP-584.1, Schedule E)	j. <input type="checkbox"/> Conveyance of air rights or development rights	p. <input type="checkbox"/> Conveyance for which exemption from transfer tax claimed (complete Schedule B, Part III)
	k. <input type="checkbox"/> Contract assignment	q. <input type="checkbox"/> Conveyance of property partly within and partly outside the state
		r. <input type="checkbox"/> Other (describe) _____

For recording officer's use	Amount received Schedule B, Part I \$ _____ Schedule B, Part II \$ _____	Date received CITY REGISTER OCT 15 2007	Transaction number 200710020022930101
-----------------------------	--	--	--

TP - 584 Location and description of property conveyed**ATTACHMENT**

Tax map designation			Address	City/village	Town	County
Section	Block	Lot				
1	1326	28	993 2 AVENUE	NEW YORK		MANHATTAN / NEW YORK
1	1326	128	252 EAST 53RD STREET	NEW YORK		MANHATTAN / NEW YORK

200710020022930101

Schedule B — Real estate transfer tax return (Tax Law, Article 31)**Part I — Computation of tax due**

1 Enter amount of consideration for the conveyance (*if you are claiming a total exemption from tax, check the exemption claimed box, enter consideration and proceed to Part III*) **Exemption claimed**

2 Continuing lien deduction (*see instructions if property is taken subject to mortgage or lien*)
3 Taxable consideration (*subtract line 2 from line 1*)
4 Tax: \$2 for each \$500, or fractional part thereof, of consideration on line 3
5 Amount of credit claimed (*see instructions and attach Form TP-584.1, Schedule G*)
6 Total tax due* (*subtract line 5 from line 4*)

1.	0 00
2.	0 00
3.	0 00
4.	0 00
5.	0 00
6.	0 00

Part II — Computation of additional tax due on the conveyance of residential real property for \$1 million or more

1 Enter amount of consideration for conveyance (*from Part I, line 1*)
2 Taxable consideration (*multiply line 1 by the percentage of the premises which is residential real property, as shown in Schedule A*)
3 Total additional transfer tax due* (*multiply line 2 by 1% (.01)*)

1.	0 00
2.	0 00
3.	0 00

Part III — Explanation of exemption claimed on Part I, line 1 (check any boxes that apply)

The conveyance of real property is exempt from the real estate transfer tax for the following reason:

a. Conveyance is to the United Nations, the United States of America, the state of New York, or any of their instrumentalities, agencies, or political subdivisions (or any public corporation, including a public corporation created pursuant to agreement or compact with another state or Canada) a

b. Conveyance is to secure a debt or other obligation b

c. Conveyance is without additional consideration to confirm, correct, modify, or supplement a prior conveyance c

d. Conveyance of real property is without consideration and not in connection with a sale, including conveyances conveying realty as bona fide gifts d

e. Conveyance is given in connection with a tax sale e

f. Conveyance is a mere change of identity or form of ownership or organization where there is no change in beneficial ownership. (This exemption cannot be claimed for a conveyance to a cooperative housing corporation of real property comprising the cooperative dwelling or dwellings.) Attach Form TP-584.1, Schedule F f

g. Conveyance consists of deed of partition g

h. Conveyance is given pursuant to the federal Bankruptcy Act h

i. Conveyance consists of the execution of a contract to sell real property, without the use or occupancy of such property, or the granting of an option to purchase real property, without the use or occupancy of such property i

j. Conveyance of an option or contract to purchase real property with the use or occupancy of such property where the consideration is less than \$200,000 and such property was used solely by the grantor as the grantor's personal residence and consists of a one-, two-, or three-family house, an individual residential condominium unit, or the sale of stock in a cooperative housing corporation in connection with the grant or transfer of a proprietary leasehold covering an individual residential cooperative apartment j

k. Conveyance is not a conveyance within the meaning of Tax Law, Article 31, section 1401(e) (attach documents supporting such claim) k

l. Other (attach explanation) l

*Please make check(s) payable to the county clerk where the recording is to take place. If the recording is to take place in New York City, make check(s) payable to the **NYC Department of Finance**. If a recording is not required, send this return and your check(s) made payable to the **NYS Department of Taxation and Finance**, directly to the NYS Tax Department, RETT Return Processing, PO Box 5045, Albany NY 12205-5045.

Schedule C — Credit Line Mortgage Certificate (Tax Law, Article 11)**Complete the following only if the interest being transferred is a fee simple interest.**

I (we) certify that: (check the appropriate box)

1. The real property being sold or transferred is not subject to an outstanding credit line mortgage.
2. The real property being sold or transferred is subject to an outstanding credit line mortgage. However, an exemption from the tax is claimed for the following reason:
 - The transfer of real property is a transfer of a fee simple interest to a person or persons who held a fee simple interest in the real property (whether as a joint tenant, a tenant in common or otherwise) immediately before the transfer.
 - The transfer of real property is (A) to a person or persons related by blood, marriage or adoption to the original obligor or to one or more of the original obligors or (B) to a person or entity where 50% or more of the beneficial interest in such real property after the transfer is held by the transferor or such related person or persons (as in the case of a transfer to a trustee for the benefit of a minor or the transfer to a trust for the benefit of the transferor).
 - The transfer of real property is a transfer to a trustee in bankruptcy, a receiver, assignee, or other officer of a court.
 - The maximum principal amount secured by the credit line mortgage is \$3,000,000 or more, and the real property being sold or transferred is **not** principally improved nor will it be improved by a one- to six-family owner-occupied residence or dwelling.

Please note: for purposes of determining whether the maximum principal amount secured is \$3,000,000 or more as described above, the amounts secured by two or more credit line mortgages may be aggregated under certain circumstances. See TSB-M-96(6)-R for more information regarding these aggregation requirements.

- Other (attach detailed explanation).
3. The real property being transferred is presently subject to an outstanding credit line mortgage. However, no tax is due for the following reason:
 - A certificate of discharge of the credit line mortgage is being offered at the time of recording the deed.
 - A check has been drawn payable for transmission to the credit line mortgagee or his agent for the balance due, and a satisfaction of such mortgage will be recorded as soon as it is available.
4. The real property being transferred is subject to an outstanding credit line mortgage recorded in _____ (insert liber and page or reel or other identification of the mortgage). The maximum principal amount of debt or obligation secured by the mortgage is _____. No exemption from tax is claimed and the tax of _____ is being paid herewith. (Make check payable to county clerk where deed will be recorded or, if the recording is to take place in New York City, make check payable to the **NYC Department of Finance**.)

Signature (both the grantor(s) and grantees must sign)

The undersigned certify that the above information contained in schedules A, B, and C, including any return, certification, schedule, or attachment, is to the best of his/her knowledge, true and complete.



Grantor signature

Title



Grantee signature

Title

Grantor signature	Title	Grantee signature	Title
-------------------	-------	-------------------	-------

Reminder: Did you complete all of the required information in Schedules A, B, and C? Are you required to complete Schedule D? If you checked e, f, or g in Schedule A, did you complete Form TP-584.1? Have you attached your check(s) made payable to the county clerk where recording will take place or, if the recording is in New York City, to the **NYC Department of Finance**? If no recording is required, send your check(s), made payable to the **Department of Taxation and Finance**, directly to the NYS Tax Department, RETT Return Processing, PO Box 5045, Albany NY 12205-5045.

2007100200229301

Signature (both the grantor(s) and grantee(s) must sign)

The undersigned certify that the above information contained in schedules A, B, and C, including any return, certification, schedule, or attachment, is to the best of his/her knowledge, true and complete.



Grantor signature



Grantee signature

Title

Grantor signature

Title

Grantee signature

Title

Schedule D - Certification of exemption from the payment of estimated personal income tax (Tax Law, Article 22, section 663)**Complete the following only if a fee simple interest is being transferred by an individual or estate or trust.****Part I - New York State residents**

If you are a New York State resident transferor(s)/seller(s) listed in Schedule A of Form TP-584 (or an attachment to Form TP-584), you must sign the certification below. If one or more transferors/sellers of the property is a resident of New York State, each resident transferor/seller must sign in the space provided. If more space is needed, please photocopy this Schedule D and submit as many schedules as necessary to accommodate all resident transferors/sellers.

Certification of resident transferor(s)/seller(s)

This is to certify that at the time of the sale or transfer of the real property, the transferor(s)/seller(s) as signed below was a resident of New York State, and therefore is not required to pay estimated personal income tax under Tax Law, section 663(a) upon the sale or transfer of this property.

Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date

Note: A resident of New York State may still be required to pay estimated tax under Tax Law, section 685(c), but not as a condition of recording a deed.

Part II - Nonresidents of New York State

If you are a nonresident of New York State listed as a transferor/seller in Schedule A of Form TP-584 (or an attachment to Form TP-584) but are not required to pay estimated tax because one of the exemptions below applies under Tax Law, section 663(c), check the box of the appropriate exemption below. If any one of the exemptions below applies to the transferor(s)/seller(s), that transferor(s)/seller(s) is not required to pay estimated personal income tax to New York State under Tax Law, section 663. Each nonresident transferor/seller who qualifies under one of the exemptions below must sign in the space provided. If more space is needed, please photocopy this Schedule D and submit as many schedules as necessary to accommodate all nonresident transferors/sellers.

If none of these exemption statements apply, you must use Form IT-2663, *Nonresident Real Property Estimated Income Tax Payment Form*, and pay the full amount of estimated tax, if any, to the recording officer at the time the deed is presented for recording.

Exemption for nonresident transferor(s)/seller(s)

This is to certify that at the time of the sale or transfer of the real property, the transferor(s)/seller(s) (grantor) of this property was a nonresident of New York State, but is not required to pay estimated tax under Tax Law, section 663 due to one of the following exemptions:

- The property being sold or transferred qualifies in total as the transferor's/seller's principal residence (within the meaning of Internal Revenue Code, section 121) from _____ to _____ (see instructions).
- The transferor/seller is a mortgagor conveying the mortgaged property to a mortgagee in foreclosure, or in lieu of foreclosure with no additional consideration.
- The transferor or transferee is an agency or authority of the United States of America, an agency or authority of the state of New York, the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Government National Mortgage Association, or a private mortgage insurance company.

Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date

Certification of resident transferor(s)/seller(s)

This is to certify that at the time of the sale or transfer of the real property, the transferor(s)/seller(s) as signed below was a resident of New York State, and therefore is not required to pay estimated personal income tax under Tax Law, section 663(a) upon the sale or transfer of this property.

Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date

Exemption for nonresident transferor(s)/seller(s)

This is to certify that at the time of the sale or transfer of the real property, the transferor(s)/seller(s) (grantor) of this property was a nonresident of New York State, but is not required to pay estimated tax under Tax Law, section 663 due to one of the following exemptions:

The property being sold or transferred qualifies in total as the transferor's/seller's principal residence (within the meaning of Internal Revenue Code, section 121) to _____ Date _____ Date

The transferor/seller is a mortgagor conveying the mortgaged property to a mortgagee in foreclosure, or in lieu of foreclosure with no additional consideration.

The transferor or transferee is an agency or authority of the United States of America, an agency or authority of the state of New York, the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Government National Mortgage Association, or a private mortgage insurance company.

Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date
Signature	Print full name	Date