



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 **160 MADISON AVENUE OWNERS CORPORATION**

● Grantor is a(n): individual partnership (must complete Schedule 3)
(check one) corporation other _____

● Permanent mailing address after transfer (number and street) **245 FIFTH AVENUE, 3RD FLOOR**

● City and State **NEW YORK, NY**

● EMPLOYER IDENTIFICATION NUMBER **1 3 - 3 1 8 9 6 5 7** OR **1 3 - 3 1 8 9 6 5 7**

● SOCIAL SECURITY NUMBER **1 3 - 3 1 8 9 6 5 7**

● Zip Code **10001**

DO NOT WRITE IN THIS SPACE
FOR OFFICE USE ONLY

● RETURN NUMBER ▲

● DEED SERIAL NUMBER ▲

● NYS REAL ESTATE TRANSFER TAX PAID ▲

GRANTEE ▼

● Name **160 MADISON AVE LLC**

● Grantee is a(n): individual partnership (must complete Schedule 3)
(check one) corporation other _____

● Permanent mailing address after transfer (number and street) **C/O JD CARLISLE LLC, 352 PARK AVENUE
SOUTH - 15TH FLOOR**

● City and State **NEW YORK, NY**

● EMPLOYER IDENTIFICATION NUMBER **4 5 - 3 9 4 8 0 3 4** OR **4 5 - 3 9 4 8 0 3 4**

● SOCIAL SECURITY NUMBER **4 5 - 3 9 4 8 0 3 4**

● Zip Code **10010**

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
160 MADISON AVENUE		MANHATTAN	862	20	7	14,427	960,750.00

● DATE OF TRANSFER TO GRANTEE:

6/27/2012

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

● 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): COMMERCIAL REAL ESTATE		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 checked="" type="checkbox"/>	Fee	<input type="checkbox"/>
b.	<input type="checkbox"/>	Leasehold Grant	<input type="checkbox"/>
c.	<input type="checkbox"/>	Leasehold Assignment or Surrender	<input type="checkbox"/>
d.	<input type="checkbox"/>	Easement	<input type="checkbox"/>
e.	<input type="checkbox"/>	Subterranean Rights	<input type="checkbox"/>
f.	<input type="checkbox"/>	Development Rights	<input type="checkbox"/>
g.	<input type="checkbox"/>	Stock	<input type="checkbox"/>
h.	<input type="checkbox"/>	Partnership Interest	<input type="checkbox"/>
i.	<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.	11,000,000 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.	\$ 11,000,000 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 12 - See Instructions	Payment Enclosed
1. Total Consideration (from line 11, above).....	● 1.	11,000,000 00
2. Excludable liens (see instructions)	● 2.	0 00
3. Consideration (Line 1 less line 2)	● 3.	11,000,000 00
4. Tax Rate (see instructions).....	● 4.	2.625 %
5. Percentage change in beneficial ownership (see instructions)	● 5.	100 %
6. Taxable consideration (multiply line 3 by line 5)	● 6.	11,000,000 00
7. Tax (multiply line 6 by line 4)	● 7.	288,750 00
8. Credit (see instructions).....	● 8.	0 00
9. Tax due (line 7 less line 8) (if the result is negative, enter zero)	● 9.	288,750 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.	\$ 288,750 00

GRANTOR'S ATTORNEY ▼

Name of Attorney	DARYL VERNON, ESQ.			Telephone Number	(212) 949-7300			
Address (number and street)	C/O VERNON & GINSBURG, LLP, 261 MADISON AVENUE, 26TH FLOOR			City and State	NEW YORK, NY			
EMPLOYER IDENTIFICATION NUMBER				SOCIAL SECURITY NUMBER				
				OR				

GRANTEE'S ATTORNEY ▼

Name of Attorney	JONATHAN L. MECHANIC			Telephone Number	(212) 859-8619			
Address (number and street)	C/O FRIED FRANK HARRIS SHRIVER & JACOBSON LLP, ONE NEW YORK PLAZA			City and State	NEW YORK, NY			
EMPLOYER IDENTIFICATION NUMBER				SOCIAL SECURITY NUMBER				
				OR				

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

S worn to and subscribed to
before me on this 21 day
of June 2012

13-3189657
EMPLOYER IDENTIFICATION NUMBER OR
SOCIAL SECURITY NUMBER
160 MADISON AVENUE
OWNERS CORPORATION

Name of Grantor
Clark L. Mechanic

Signature of Notary
John S. R.

GRANTEE

S worn to and subscribed to
before me on this _____ day
of _____

45-3948034
EMPLOYER IDENTIFICATION NUMBER OR
SOCIAL SECURITY NUMBER
160 MADISON AVE LLC

Name of Grantee
SEE SIGNATURE PAGE
Amherst Street

Signature of Notary
John S. R.



LUCY H LEVY
Notary Public, State of New York
Qualified in New York County
No. 01LE4050040
Commission Expires May 8, 2012



SIGNATURE RIDER TO NEW YORK CITY RPT FORM (con't)

GRANTEE:

160 MADISON AVE LLC,
a Delaware limited liability company

TAX IDENTIFICATION NUMBER:

45-3948034

By:


Name: John LaGratta
Title: Authorized Signatory

Sworn to and subscribed to before me on
this 25 day of June, 2012

Joan Rossi
Notary Public

JOAN ROSSI
Notary Public, State of New York
No. 01RO-4745486
Qualified in Queens County 13
Commission Expires September 30, 2009 *JR*

SIGNATURE RIDER TO NEW YORK CITY RPT FORM

GRANTOR:

160 MADISON AVENUE OWNERS CORPORATION,
a New York corporation

By: Claude Simon

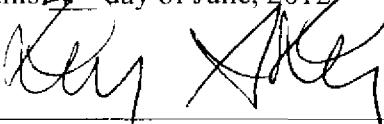
Name: Claude Simon

Title: President

TAX IDENTIFICATION
NUMBER:

13-3189657

Sworn to and subscribed to before me on
this 11 day of June, 2012



Notary Public

LUCY H LEVY
Notary Public, State of New York
Qualified in New York County
No. 01LE4950940
Commission Expires May 8, 2015

[Signature Page Continues on Following Page]

SCHEDULE R - REAL ESTATE INVESTMENT TRUST TRANSFERS - 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. \$ _____

2a. Enter total number of REIT shares received a. _____

b. Enter maximum number of REIT shares into which ownership interests may be converted b. _____

c. Add lines a and b c. _____

d. Enter offering price per share of REIT shares on the date of the transaction reported d. _____

e. Multiply line 2c by line 2d e. _____

f. Enter value of ownership interests received not convertible into REIT shares f. _____

g. Add lines e and f 2g. _____

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

- 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%

Instructions for Completing Worksheet

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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

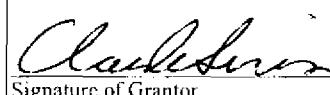
I swear or affirm under penalties of perjury that the grantor has no present intention to transfer or convey the REIT shares or interests in a partnership or corporation controlled by the REIT received by the grantor as consideration in the transaction reported on this Schedule R within two years of 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 _____ day
of _____,

Signature of Notary

Name of Grantor



GRANTEE

Sworn to and subscribed to
before me on this _____ day
of _____,

Signature of Notary

Name of Grantee



Notary's
stamp
or seal

Notary's
stamp
or seal

12

2012061900087101

FOR CITY USE ONLY

C1. County Code C2. Date Deed Recorded / /

Month Day Year

C3. Book

OR

C5. CRFN

PROPERTY INFORMATION

1. Property Location 160 MADISON AVENUE MANHATTAN 10016
STREET NUMBER STREET NAME BOROUGH ZIP CODE2. Buyer Name 160 MADISON AVE LLC
LAST NAME / COMPANY FIRST NAME

LAST NAME / COMPANY

FIRST NAME

3. Tax Billing Address Indicate where future Tax Bills are to be sent
if other than buyer address (at bottom of form)
LAST NAME / COMPANY FIRST NAME

STREET NUMBER AND STREET NAME

CITY OR TOWN

STATE

ZIP CODE

4. Indicate the number of Assessment Roll parcels transferred on the deed # of Parcels OR Part of a Parcel
4A. Planning Board Approval - N/A for NYC
4B. Agricultural District Notice - N/A for NYC5. Deed Property Size FRONT FEET X DEPTH OR ACRES
Check the boxes below as they apply:

160 MADISON AVENUE OWNERS CORPORATION

6. Seller Name LAST NAME / COMPANY FIRST NAME

LAST NAME / COMPANY

FIRST NAME

9. Check the box below which most accurately describes the use of the property at the time of sale:

A One Family Residential C Residential Vacant Land E Commercial G Entertainment / Amusement I Industrial
B 2 or 3 Family Residential D Non-Residential Vacant Land F Apartment H Community Service J Public Service

SALE INFORMATION

10. Sale Contract Date 5 / 23 / 2011
Month Day Year11. Date of Sale / Transfer 6 / 27 / 2012
Month Day Year12. Full Sale Price \$ 1,100,000.00
(Full Sale Price is the total amount paid for the property including personal property.
This payment may be in the form of cash, other property or goods, or the assumption of
mortgages or other obligations.) Please round to the nearest whole dollar amount.13. Indicate the value of personal property included in the sale

14. Check one or more of these conditions as applicable to transfer:

A Sale Between Relatives or Former Relatives
 B Sale Between Related Companies or Partners in Business
 C One of the Buyers is also a Seller
 D Buyer or Seller is Government Agency or Lending Institution
 E Deed Type not Warranty or Bargain and Sale (Specify Below)
 F Sale of Fractional or Less than Fee Interest (Specify Below)
 G Significant Change in Property Between Taxable Status and Sale Dates
 H Sale of Business is Included in Sale Price
 I Other Unusual Factors Affecting Sale Price (Specify Below)
 J None

ASSESSMENT INFORMATION - Data should reflect the latest Final Assessment Roll and Tax Bill

15. Building Class L 8 16. Total Assessed Value (of all parcels in transfer) 9 6 0 7 5 0

17. Borough, Block and Lot / Roll Identifier(s) (If more than three, attach sheet with additional identifier(s))

MANHATTAN 862 20

20120610000077010

CERTIFICATION

I certify that all of the items of information entered on this form are true and correct (to the best of my knowledge and belief) and understand that the making of any willful false statement of material fact herein will subject me to the provisions of the penal law relative to the making and filing of false instruments.

BUYER		BUYER'S ATTORNEY	
BUYER SIGNATURE C/O JD CARLISLE L.L.C., 352 PARK AVENUE SOUTH - 15TH FLOOR	DATE	JONATHAN L. MECHANIC	
STREET NUMBER NEW YORK	STREET NAME (AFTER SALE) NY	LAST NAME 212	FIRST NAME 859-8619
CITY OR TOWN	STATE	AREA CODE	TELEPHONE NUMBER
			SELLER <i>CladisSons</i>
		SELLER SIGNATURE	DATE

2012061900087201

SIGNATURE RIDER TO NEW YORK CITY REAL PROPERTY TRANSFER REPORT
(RP-5217NYC)

BUYER:

160 MADISON AVE LLC,
a Delaware limited liability company

By:


Name: John LaGratta
Title: Authorized Signatory

BUYER'S ATTORNEY:

FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON LLP

Jonathan L. Mechanic, Esq.
Telephone Number: (212) 859-8000

[Signature Page Continues on Following Page]

SIGNATURE RIDER TO NEW YORK CITY REAL PROPERTY TRANSFER REPORT
(RP-5217NYC) (con't)

SELLER:

160 MADISON AVENUE OWNERS
CORPORATION, a New York corporation

By:



Name: Claude Simon

Title: President

SELLER'S ATTORNEY:

VERNON & GINSBURG, LLP

Darryl Vernon, Esq.
Telephone Number: (212) 949-7300



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 Form TP-584, Instructions for Form TP-584, before completing this form. Please print or type.

Schedule A — Information relating to conveyance

Grantor/Transferor	Name (if individual: last, first, middle initial) CORPORATION			Social security number	
	Mailing address 245 FIFTH AVENUE, 3RD FLOOR			Social security number	
	City NEW YORK		State NY	ZIP code 10001	Federal employer ident. number 13 3189657
	Name (if individual: last, first, middle initial) 160 MADISON AVENUE OWNERS CORPORATION			Social security number	
Grantee/Transferee	Mailing address C/O JD CARLISLE LLC, 352 PARK AVENUE SOUTH - 15TH FLOOR			Social security number	
	City NEW YORK		State NY	ZIP code 10010	Federal employer ident. number 45 3948034
	Name (if individual: last, first, middle initial) 160 MADISON AVE LLC			Social security number	
	Name (if individual: last, first, middle initial) 160 MADISON AVENUE OWNERS CORPORATION			Social security number	

Location and description of property conveyed

Tax map designation			Address	City/village	Town	County
Section	Block	Lot	160 MADISON AVENUE	NEW YORK		MANHATTAN / NEW YORK
1	862	20				

Type of property conveyed (check applicable box)

1 <input type="checkbox"/> One- to three-family house	5 <input checked="" 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	6 27 2012	month day year
3 <input type="checkbox"/> Residential condominium	7 <input type="checkbox"/> Office building		
4 <input type="checkbox"/> Vacant land	8 <input type="checkbox"/> Other _____		

Condition of conveyance (check all that apply)

a. <input checked="" 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 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	Transaction number

2010-01-01-000000000000

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.	11,000,000 00
2.	0 00
3.	11,000,000 00
4.	44,000 00
5.	0 00
6.	44,000 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.	11,000,000 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.

201206190008730102

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, and authorize the person(s) submitting such form on their behalf to receive a copy for purposes of recording the deed or other instrument effecting the conveyance.



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.

2012061900087301

SIGNATURE RIDER TO
NEW YORK STATE TP-584 TRANSFER TAX RETURN (con't)

GRANTEE:

160 MADISON AVE LLC,
a Delaware limited liability company

By:


Name: John LaGratta
Title: Authorized Signatory

SIGNATURE RIDER TO
NEW YORK STATE TP-584 TRANSFER TAX RETURN

GRANTOR:

160 MADISON AVENUE OWNERS CORPORATION,
a New York corporation

By: *Claude Simon*
Name: Claude Simon
Title: President

[*Signature Page Continues on Following Page*]

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, and authorize the person(s) submitting such form on their behalf to receive a copy for purposes of recording the deed or other instrument effecting the conveyance.



Grantor signature

Title

Grantee signature

Title

Grantor signature

Title

Grantee signature

Title

201206190008730

Schedule D - Certification of exemption from the payment of estimated personal income tax (Tax Law, Article 22, section 663)

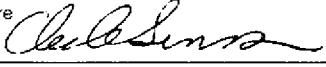
Complete the following only if a fee simple interest or a cooperative unit is being transferred by an individual or estate or trust.

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 real property or cooperative unit 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 or cooperative unit, 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 real property or cooperative unit.

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 personal income 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 complete Form IT-2663, *Nonresident Real Property Estimated Income Tax Payment Form*, or Form IT-2664, *Nonresident Cooperative Unit Estimated Income Tax Payment Form*. For more information, see *Payment of estimated personal income tax*, on page 1 of Form TP-584-1.

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

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

The real property or cooperative unit 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). 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.

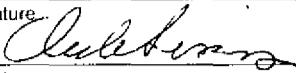
The transferor or transferee is an agency or authority of the United States of America, an agency or authority of the state of New York, the Federal National Mortgage Association, the Federal Home Loan Mortgage Corporation, the Government National Mortgage Association, or a private mortgage insurance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

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

20120619000873

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

This is to certify that at the time of the sale or transfer of the real property or cooperative unit, 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 real property or cooperative unit.

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 or cooperative unit, the transferor(s)/seller(s) (grantor) of this real property or cooperative unit was a nonresident of New York State, but is not required to pay estimated personal income tax under Tax Law, section 663 due to one of the following exemptions:

The real property or cooperative unit 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

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