

SECOND AMENDMENT  
TO OFFERING PLAN RELATING TO PREMISES  
32 GRAMERCY PARK SOUTH  
NEW YORK, NEW YORK

The Offering Plan dated August 8, 1983 to convert to cooperative ownership premises at 32 Gramercy Park South, New York, New York (the "Plan") is amended by this Second Amendment, as follows:

I. The Plan was declared effective by Notice dated January 10, 1984, of which a copy is annexed hereto as Exhibit A.

II. Annexed hereto as Schedule A is a list indicating the names of purchasers and the apartments whose shares have been purchased by the respective purchasers.

III. The Notice declaring the Plan Effective set the closing date for the conveyance of title as April 2, 1984. Closing is to commence at 10:00 A.M. It is to take place at the offices of Goldschmidt, Fredericks & Oshatz, Esqs., 655 Madison Avenue, New York, New York 10021.

Closing of individual tenants will be set as follows:

April 2, 1984 to commence at 2:00 P.M. at the  
offices of Goldschmidt, Fredericks & Oshatz,  
655 Madison Avenue, New York, New York 10021.

The Notice Declaring the Plan Effective also advised purchasers that: The balance of their respective purchase prices under their respective subscription agreements is to be paid by March 1, 1984 in accordance with the terms of the Plan; purchasers are to simultaneously execute two copies of the proprietary lease in the presence of a notary public. The leases may be picked up at the offices of Goldschmidt, Fredericks & Oshatz, 655 Madison Avenue, New York, New York, 19th Floor. The check for the balance of the purchase price is to be delivered with the two copies of the proprietary lease to the above address.

The balance of cash needed to close and/or a commitment from a lending institution together with the lender's loan documents must be deposited with Goldschmidt, Fredericks & Oshatz, at their offices located at 655 Madison Avenue, New York, New York 10021 not later than March 1, 1984. the bank commitment referred to above is a commitment for a bank loan with the understanding that the amount of the loan will be paid over to the sponsor no later than April 2, 1984; and in the event that the bank loan is in an amount less than the entire balance of the purchase price due the difference will be payable by the purchaser not later than the aforementioned date of March 1, 1984 in the manner afore-

mentioned. A check for the first month's maintenance, which will be for the period commencing April 2, 1984, shall be paid at the same time.

IV. At closing sponsor will convey title to the property in consideration of (a) the payment to sponsor of the cash made available from the sale of other than Unsold Shares, less required payments to the Reserve Fund and subject to adjustments, (b) the delivery of Unsold Shares, (c) Wrap-around Mortgage of \$11,041,740.

V. All closings will take place at the office of Goldschmidt, Fredericks & Oshatz, 655 Madison Avenue, New York, New York. If a purchaser defaults in the performance of his Subscription Agreement and thereafter cures it, or closes at a later date or other location than prescribed for by the amendment, the purchaser will pay a fee of \$250 to such counsel at the closing of title to his apartment.

VI. Sponsor has accepted subscription agreements for thirty-five apartments which represents 18.92% of one hundred eighty-five (the total number of apartments being offered). Sixteen of these subscription agreements were executed by tenants in occupancy and the balance of nineteen subscription agreements were executed by bona fide purchasers who have represented to the Sponsor that they or one or more members of their immediate family intends to occupy the dwelling unit.

Dated: New York, New York  
January 10, 1984

ANBY ASSOCIATES  
Sponsor

EXHIBIT A

RE: Plan to Convert to Cooperative Ownership  
Premises 32 Gramercy Park South  
New York, New York

NOTICE OF DECLARATION OF EFFECTIVENESS  
TO PURCHASERS AND TENANTS IN OCCUPANCY

PLEASE TAKE NOTICE that the above indicated Offering Plan dated August 8, 1983 to convert to cooperative ownership premises at 32 Gramercy Park South, New York, New York, is declared effective. More than 15% of the apartments in the building have been subscribed for pursuant to the terms of the Plan.

The closing date for the conveyance of title to the premises to the Apartment Corporation has been set for 10:00 A.M. on April 2, 1984, at the offices of Goldschmidt, Fredericks & Oshatz, Esqs., 655 Madison Avenue, New York, New York 10021.

Closing of individual tenants will be set as follows:

April 2, 1984 commencing at 2:00 P.M. at the offices of Goldschmidt, Fredericks & Oshatz, 655 Madison Avenue, New York, New York 10021.

In accordance with Paragraph 3 of the Subscription Agreement, purchasers are notified that the balance of their respective purchase prices under their respective subscription agreements are to be paid by certified check of the purchaser or official bank check of a New York City bank by March 1, 1984. Purchasers are to simultaneously execute two copies of the Proprietary Lease in the presence of a notary public. The leases may be picked up at the offices of Goldschmidt, Fredericks & Oshatz,, at their offices, located at 655 Madison Avenue, New York, New York 10021.

NO RENT CONTROLLED OR RENT STABILIZED TENANT MAY BE EVICTED FOR FAILURE TO PURCHASE HIS OR HER APARTMENT, AND WILL HAVE THE RIGHT TO REMAIN IN OCCUPANCY EVEN THOUGH THE SHARES ALLOCATED TO HIS OR HER APARTMENT ARE SOLD TO ANOTHER, SO LONG AS HE OR SHE IS NOT IN DEFAULT IN PAYING RENT OR PERFORMING ANY OTHER OBLIGATION UNDER HIS OR HER LEASE OR TENANCY.

At closing sponsor will convey title to the property in consideration of (a) the payment of sponsor of the cash made available from the sale of other than Unsold Shares, less required payments to the Reserve Fund and Working Capital Fund and subject to adjustments, (b) the delivery of Unsold Shares, (c) Wraparound Mortgage of \$11,041,740.

All closings will take place at the office of Goldschmidt, Fredericks & Oshatz, 655 Madison Avenue, New York, New York. If a purchaser defaults in the performance of his Subscription Agreement and thereafter cures it, or closes at a later date of other location than prescribed for by the amendment, the purchaser will pay a fee of \$250 to such counsel at the closing of title to his apartment.

Dated: New York, New York  
January 10, 1984

ANBY ASSOCIATES  
Sponsor

32 GRAMERCY PARK OWNERS CORP.  
Apartment Corporation

## EXHIBIT B

## SCHEDULE OF SALES USED TO DECLARE THE PLAN EFFECTIVE

<u>Purchaser</u>	<u>Apt. #</u>	<u>Shares</u>	<u>Date Sub- scription Agreement was Signed</u>	<u>Date of Deposit</u>	<u>Purchase Price</u>	<u>Amount of Deposit</u>	<u>Tenant Pur- chaser</u>	<u>Bona Fide Pur- chaser</u>
Jacquelyn Kevch	14E	696	10/16/83	11/1/83	\$ 55,000	\$ 5,500		X
Christopher N. Kelly	6F	474	10/28/83	11/1/83	72,000	7,200		X
Kathy Sorokin	4J	539	9/2/83	9/14/83	83,500	8,350		X
Jan Koblitz	4E	308	9/17/83	11/1/83	44,660	4,466	X	
Richard L. Medress & Candace C. Medress	10F	498	9/30/83	10/4/83	78,000	7,800		X
Charles Rosen	13K	344	8/24/83	10/4/83	55,000	5,500		X
James R. Kendall	11C	336	9/22/83	10/4/83	55,000	5,500		X
Denise D. Gallagher	8L	648	9/2/83	9/16/83	55,000	5,500		X
Alan Scholder	3J	532	8/31/83	9/14/83	82,500	8,250		X
Susan Rabinowitz	12D	595	9/28/83	10/4/83	86,275	8,627.50	X	
Jack Blumenthal	5J	546	10/14/83	11/1/83	79,170	7,917	X	
Wendy Noll	18C	364	9/28/83	11/1/83	55,000	5,500	X	
Stephen Sylvan	6H	632	9/26/83	11/1/83	91,640	9,164	X	
Norman Osman	4G	539	11/7/83	11/10/83	78,155	7,917	X	
Charles Mendelson	8E	324	11/8/83	11/10/83	50,000	5,000		X
Philip B. Rosen & Lois N. Rosen	3A	724	11/8/83	11/10/83	125,000	12,500		X
Jonathan T. Smith	14H	609	10/31/83	11/10/83	78,000	7,800		X
Arthur I. Rubinfeld	2H	450	11/1/83	11/10/83	65,250	6,525	X	
Jeffrey Coleman	4M	616	10/21/83	11/10/83	90,000	9,000		X
Richard Harris	14F	435	9/30/83	11/14/83	63,075	6,307.50	X	
Monroe G. Faust	5A	742	11/4/83	11/14/83	107,590	10,759	X	
Ellen J. Dickal	5C	312	11/8/83	12/1/83	45,240	4,524	X	
Michael J. Canal	11F	504	11/1/83	11/14/83	73,080	7,308	X	
Hubert J. Canal	17A	945	11/8/83	11/14/83	137,025	13,702.50	X	
Jennifer C. Cooke	8M	648	11/10/83	11/17/83	94,000	9,400		X
Ruth D. Pollack	2F	450	11/4/83	9/14/83	62,250	6,225	X	
Pillie Chasin	7F	480	11/9/83	11/17/83	71,000	7,100		X

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SCHEDULE OF SALES USED TO DECLARE THE PLAN EFFECTIVE

<u>Purchaser</u>	<u>Apt. #</u>	<u>Shares</u>	<u>Date Sub- scription Agreement was Signed</u>	<u>Date of Deposit</u>	<u>Purchase Price</u>	<u>Amount of Deposit</u>	<u>Tenant Pur- chaser</u>	<u>Bona Fide Pur- chaser</u>
Irwin Katz	10C	332	9/29/83	11/17/83	\$ 55,000	\$ 5,500		X
Gerard Miller	10D	581	9/15/83	11/17/83	90,000	9,000		X
Kathryn L. Ramsay	12F	510	11/23/83	11/29/83	73,950	7,395	X	
Thomas Persons	17C	450	11/23/83	11/29/83	60,000	6,000		X
Christa Washington	7E	320	12/7/83	12/13/83	46,400	4,640	X	
Zachary Plesser & Lauren Plesser	3F	456	12/1/83	12/20/83	56,000	5,600		X
Anelle Miller & Craig Miller	13G	602	12/13/83	12/22/83	87,290	8,729	X	
Maureen Quinn & Ann Quinn	9H	492	12/13/83	12/22/83	75,500	7,500		X

## EXHIBIT B

## ADDITIONAL PURCHASERS

<u>Purchaser</u>	<u>Apt. #</u>	<u>Shares</u>	<u>Date Sub- scription Agreement was Signed</u>	<u>Date of Deposit</u>	<u>Purchase Price</u>	<u>Amount of Deposit</u>	<u>Tenant Pur- chaser</u>	<u>Hona Fide Pur- chaser</u>
Howard Highman	11G	588	11/15/83	11/28/83	\$ 85,200	\$ 8,526	X	
Steven B. Haberman	17E	720	11/15/83	11/29/83	90,335	9,033.50	X	