

**FIFTH 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 Fifth Amendment as follows:

I. The current maintenance per share per year is \$19.4467 or \$1.621 per share per month.

II. The 1987 Board of Directors consists of the following officers and directors:

Robert J. Ettinger	President
Bernard Iser	Vice President
Christopher Graham	Treasurer
Wendy Noll	Secretary
Donald Levy	Assistant Secretary
Lynn Fagan	Director
John Mulcahy	Director

Messrs. Graham and Mulcahy and Ms. Noll are tenant-shareholders.

III. Annexed hereto as Exhibit A is a copy of the 1987 Budget for the Cooperative Corporation.

IV. Annexed hereto as Exhibit B is a copy of the 1985 and 1986 Financial Statements for the Cooperative Corporation.

V. Annexed hereto as Exhibit C is a list of the unsold shares held by the Sponsor and the apartments to which those shares are allocated to.

VI. There are no other changes to the Offering Plan.

Dated: August 10, 1987  
New York, New York

**ANBY ASSOCIATES  
Sponsor**

EXHIBIT A

32 GRAMERCY PARK OWNERS  
PROJECTED OPERATING BUDGET  
1/1 - 12/31/87

	7 MONTHS ESTIMATED ACTUAL 1986	PROJECTED BUDGET 1987
<b>INCOME</b>		
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MAINTENANCE	\$1,046,796	\$1,818,538
RENT/GARAGE		
COMMERCIAL & PROFESSIONAL		72,000
OTHER (A)	5,040	10,200
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TOTAL INCOME	\$1,051,836	\$1,900,738
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<b>EXPENSES</b>		
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PAYROLL & REL. CHARGES (B)	\$131,462	\$226,402
GENERAL OPERATING (C)	325,668	683,846
UTILITIES (D)	35,697	132,067
SERVICE CONTRACTS (E)	25,658	15,664
REPAIRS & MAINTENANCE (F)	157,735	68,000
DEBT SERVICE (G)	380,074	1,048,800
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TOTAL EXPENSES (1)	\$1,056,294	\$2,174,779
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NET CASH FLOW (DEFICIENCY)	(\$4,458)	(\$274,041)
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32 GRAMERCY PARK OWNERS  
PROJECTED OPERATING BUDGET  
1/1 - 12/31/87  
SUPPORTING SCHEDULES

	7 MONTHS ESTIMATED ACTUAL 1986	PROJECTED BUDGET 1987
<b>A) OTHER INCOME</b>		
LAUNDRY	\$4,800	\$9,600
STORAGE		
MISCELLANEOUS	240	600
<b>TOTAL OTHER INCOME</b>	<b>\$5,040</b>	<b>\$10,200</b>
<b>B) PAYROLL &amp; REL. CHARGES</b>		
GROSS PAYROLL	\$99,961	\$190,175
PAYROLL TAXES	10,680	16,118
PENSION & WELFARE	20,821	20,109
<b>TOTAL PAYROLL &amp; REL. CHARGES</b>	<b>\$131,462</b>	<b>\$226,402</b>
<b>C) GENERAL OPERATING</b>		
INSURANCE	\$22,377	\$56,000
REAL ESTATE TAXES	248,930	547,646
PERMIT, FEES & DUES	243	500
TELEPHONE	534	1,000
ACCOUNTING & AUDITING FEES		3,000
LEGAL FEES	5,000	3,000
ENGINEERS & ARCHITECTS		3,000
PROFESSIONAL & CONSULTANTS	6,061	5,000
MANAGEMENT FEES	20,417	35,000
UNIFORMS	782	8,000
MISCELLANEOUS OPERATING	6,971	6,500
VAULT TAX		
CORPORATE TAXES	14,353	15,200
<b>TOTAL GENERAL OPERATING</b>	<b>\$325,668</b>	<b>\$683,846</b>
<b>D) UTILITIES</b>		
STEAM HEAT	\$19,457	\$81,770
ELECTRICITY	10,029	34,000
SUPER'S APARTMENT	604	1,000
FUEL - GAS/OIL		
GAS - COOKING	3,205	7,051
GAS - HEAT		
WATER & SEWER	2,402	8,246
<b>TOTAL UTILITIES</b>	<b>\$35,697</b>	<b>\$132,067</b>

32 GRAMERCY PARK OWNERS  
PROJECTED OPERATING BUDGET  
1/1 - 12/31/87

SUPPORTING SCHEDULES

	7 MONTHS ESTIMATED ACTUAL 1986	PROJECTED BUDGET 1987
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<b>E) SERVICE CONTRACTS</b>		
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AIR CONDITIONING		
ELEVATOR	18,050	13,384
EXTERMINATING	740	1,680
TRASH REMOVAL		
OTHER CONTRACTS		
WATER TREATMENT		
WATCH/SECURITY SERVICE	6,868	600
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<b>TOTAL SERVICE CONTRACTS</b>	<b>\$25,658</b>	<b>\$15,664</b>
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 <b>F) REPAIRS &amp; MAINTENANCE</b>		
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GENERAL BUILDING	\$73,463	\$23,000
AIR CONDITIONING	2,483	2,500
ELEVATORS	4,105	6,500
ELECTRICAL	18,387	8,000
HEATING/ PLUMBING/ BOILER	29,182	5,000
INTERCOM/SECURITY	13,418	
ROOF & BUILDING		
TENANTS	2,852	3,000
BUILDING SUPPLIES	13,845	20,000
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<b>TOTAL REPAIRS &amp; MAINT.</b>	<b>\$157,735</b>	<b>\$68,000</b>
	=====	=====
 <b>G) DEBT SERVICE</b>		
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FIRST MORTGAGE	\$380,074	\$1,048,800
SECOND MORTGAGE		
NOTE PAYABLE		
NOTE PAYABLE SPONSOR		
NOTE PAYABLE OTHER		
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<b>TOTAL DEBT SERVICE</b>	<b>\$380,074</b>	<b>\$1,048,800</b>
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EXHIBIT B

32 GRAMERCY PARK OWNERS CORP.

FINANCIAL STATEMENTS

DECEMBER 31, 1985

POLLACK, SAGE AND COMPANY  
CERTIFIED PUBLIC ACCOUNTANTS

TO THE BOARD OF DIRECTORS AND TENANT SHAREHOLDERS OF  
32 GRAMERCY PARK OWNERS CORP.

We have examined the balance sheet of 235 Gramercy Park Owners Corp. as at December 31, 1985 and the related statements of operations and retained earnings and changes in financial position for the year then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly, included such tests of the accounting records and such other auditing procedures as we considered necessary in the circumstances, except as set forth in the following paragraph.

Because of major inadequacies in the company's accounting records for the year ended December 31, 1985, we were unable to apply all of the auditing procedures necessary to enable us to express an opinion on the results of operations and changes in financial position for the year ended December 31, 1985 or on the consistency of application of accounting principles with the preceding year. Omitted procedures included verification of creditors' invoices, payroll, payroll tax deposits, review of corporate minutes and obtaining of attorney's confirmation and a representation letter from the managing agent. Therefore, we are unable to express an opinion on the company's statements of income, retained earnings and changes in financial position for the year ended December 31, 1985.

Because we could not apply auditing procedures, as noted in the preceding paragraph, the scope of our examination was not sufficient to enable us to express, and we do not express an opinion on the financial statements referred to above.

*Pollack Day & Co*