

350 BLEECKER STREET
NEW YORK, NEW YORK 10014

Apartment Corporation:

350 Bleecker Street Apartment Corp.

Sponsor:

Bleecker Charles Company

Selling Agent:

Kenneth B. Newman Realty Corp.

SECOND AMENDMENT TO
COOPERATIVE OFFERING PLAN

This Amendment modifies and supplements the terms of the Offering Plan dated December 31, 1984 (the "Plan"), as amended by First Amendment dated January 22, 1985 and filed by the Department of Law on January 31, 1985, as follows:

1. Increase in Price for Vacant Apartments

Effective immediately, the purchase price for all apartments to outsiders and to Tenants in Occupancy who do not execute and deliver subscription agreements within 90 days of the Presentation Date is increased to \$1,000 per share.

The purchase price to the existing Tenants in Occupancy for their apartments remains at \$600 per share for the balance of the 90-day period in which they have the exclusive right to purchase their apartments. Thereafter, the price to Tenants in Occupancy who do not buy will increase automatically to the same price offered to outsiders (\$1,000 per share)

At the closing, the Sponsor will obtain a written opinion from a licensed real estate broker that the above price increase is in accordance with the reasonable relationship standard referred to in the Plan.

2. Vacancies

Apartment 4W is presently vacant.

3. No Material Changes

Except as set forth in this Second Amendment, there have been no material changes in the Plan.

Dated: New York, New York
February 28, 1985

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