

THIRD AMENDMENT  
TO OFFERING PLAN FOR  
350 BLEECKER ST. APARTMENT CORP.

This Amendment supplements the Offering Plan dated December 31, 1984, as amended by Amendments numbered One dated January 22, 1985, and Two dated February 28, 1985, (the "Plan"). The terms of this Amendment are as follows:

1. The Sponsor hereby declares the Plan effective.
2. The Plan was declared effective, pursuant to the effective date section of the Offering Plan, by notice to all purchasers and tenants in the building, dated April 5, 1985, and the simultaneous filing of the this Amendment. (A copy of the notice declaring the Plan effective is annexed hereto.)
3. 22.6 per cent of the tenants being counted for purposes of declaring the Plan effective have executed subscription agreements. There is one class of tenant: all tenants are rent stabilized. The percentage was calculated as follows:
  - (a) The number of units in the base is 137 which was calculated as follows: 138 = total number of units at the premises less the one unit reserved for the superintendent.

(b) The numerator (31) consists of all tenant-purchasers entitled to be counted for the purposes of declaring the Plan effective.

4. The Sponsor has offered no discriminatory inducements to tenants for them to purchase the foregoing apartments. None of such persons are directly related to or are business affiliates of the Sponsor or its Managing Partner except a subscriber (Susan Ross) who is a daughter of a limited partner who owns less than a 1/2% interest in the partnership. Susan Ross occupies apartment 2F. Susan Ross' father is a cousin of the undersigned. Another subscriber, Stuart Birdt, is the son of a limited partner who owns a 1% interest in the partnership. Stuart Birdt occupies apartment 1C.
5. An affidavit from the Sponsor is annexed hereto containing certain pertinent information.
6. A list of subscribers who subscribed prior to service on the tenants of any notice declaring the Plan effective and who are being counted to meet the minimum percentage necessary are:

<u>Name</u>	<u>Purchased Unit (Apt.)</u>	<u>Date of Subscription Agreement</u>	<u>Date of Physical Occupancy if Within Preceding Three Years</u>
Ninalee May	LD	January 25, 1985	February 1, 1984
Marlene and Richard Cohen	LJ	February 2, 1985	
David Lerner	1A	March 28, 1985	
Stuart Birdt	1C	March 22, 1985	March 1, 1983
Brad Cohen	1D	February 25, 1985	*
Linda Schloss	1G	March 27, 1985	
Marcia Rockwood	1H	March 27, 1985	
Karen and Seth Raplowitz	1K	January 22, 1985	
Barbara Wolf	1V	March 13, 1985	
Peter Forward	2C	January 21, 1985	January 1, 1984
Lisa Goldsmith	2E	January 22, 1985	August 1, 1984
Susan Ross	2F	February 25, 1985	July 1, 1984
Sheri Gold	2M	January 22, 1985	August 1, 1983
Michael Craig	2P	March 14, 1985	
Albert Pinhas	3E	March 8, 1985	
Art and Elizabeth Farrell	3F	February 23, 1985	*
John Milewozik	3H	February 27, 1985	*
Stefanie and James Sanders	3M	March 26, 1985	
Cheryl and Fred Kohut	3N	January 22, 1985	
Robin Morlock	3W	January 24, 1985	October 1, 1983

\*Vacant apartment purchased for occupancy.

<u>Name</u>	<u>Purchased Unit (Apt.)</u>	<u>Date of Subscription Agreement</u>	<u>Date of Physical Occupancy if Within Preceding Three Years</u>
Herbert Toboroff	4B	January 21, 1985	August 1, 1984
Joan Ahern	4M	March 27, 1985	
Robert Mishkin	5B	January 25, 1985	
John Stewart	5G	February 28, 1985	
Bernard Tannenbaum	5R	January 10, 1985	August 1, 1984
Thomas Nathan	5U	January 23, 1985	
Frank Greene	SW	March 26, 1985	
Kathleen Giannetti	6A	January 16, 1985	
Victoria McDonough	6H	January 22, 1985	February 1, 1984
Elizabeth Fulton	6L	March 28, 1985	
Helene Taylor	6V	March 26, 1985	December 1, 1983

(a) It is represented that the subscribers who are counted for purposes of declaring the plan effective:

- (1) signed subscription agreements without fraud or duress and with no discriminatory inducement; and
- (2) the prices and deposits were all as set forth in the Plan and received at the same time as the subscription agreements. All tenant purchasers are rent stabilized tenants.

(3) do not include any subscriber who is the Sponsor or the Selling Agent, or is a principal of the Sponsor or the Selling Agent, or is related to the Sponsor or the Selling Agent by blood, marriage or adoption or as a business associate, an employee, a shareholder or a limited partner except a subscriber (Susan Ross) who is a daughter of a limited partner who owns less than a 1/2% interest in the partnership. Susan Ross occupies apartment 2F. Susan Ross' father is a cousin of the undersigned. Another subscriber, Stuart Birdt, is the son of a limited partner who owns a 1% interest in the partnership. Stuart Birdt occupies apartment 1C.

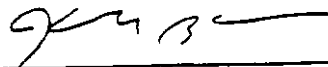
7. Sponsor has no information that any tenants have executed a "no-buy" pledge with respect to the Offering.

8. Sponsor spent \$19,618.50 on sidewalk repairs which amount will be deducted from the Reserve Fund as provided in the Plan.

9. The closing has been scheduled for June 15, 1985, subject to the acceptance of this Amendment for filing.
10. Except as set forth in this Amendment, there have been no material changes in the Plan.

Dated: New York, New York  
April 5, 1985

BLEECKER CHARLES COMPANY

By:   
Kenneth B. Newman