

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.

NINTH 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, the Second Amendment dated February 28, 1985 and filed by the Department of Law on March 12, 1985, the Third Amendment dated April 5, 1985 and filed by the Department of Law on April 11, 1985, the Fourth Amendment dated May 1, 1985, and filed by the Department of Law on June 26, 1985, the Fifth Amendment dated August 19, 1985, and filed by the Department of Law on September 18, 1985, the Sixth Amendment filed by the Department of Law in December, 1986, and the Seventh Amendment filed by the Department of Law on August 4, 1987, and the Eighth Amendment filed by the Department of Law on November 10, 1988, as follows:

FIRST: Unsold units.

Annexed hereto as Exhibit A is a schedule of unsold units including shares allocated to each unit. The purchase price of such units remains at \$1,100.00 per share. Occasional sales may be made at negotiated prices other than \$1,100.00 per share. Mortgage allocations remain as indicated in Schedule A of the Offering Plan. Maintenance charges remain at \$3.80 per share per month.

SECOND: Sponsor.

The Sponsor is Bleecker Charles Company, a limited partnership, with offices c/o Kenneth B. Newman, located at 488 Madison Avenue, New York, New York 10022. The Sponsor holds 9,072 shares of the 17,202 issued shares of the Cooperative Corporation. However, the Sponsor does not control the Board of Directors as indicated in the Sixth Amendment. Kenneth B. Newman, who sits on the Board, may be considered a sponsor-designee.

THIRD: Financial statements and budget.

The financial statement of the Apartment Corporation's operations for the period ended December 31, 1988 is appended to this Amendment as Exhibit B. The budget for the Apartment Corporation's operations for the year 1989 is appended to this Amendment as Exhibit C.

FOURTH: There are no other material changes in the terms of this Offering Plan.

Dated: November 10, 1989

BLEECKER CHARLES COMPANY

SPONSOR

EXHIBIT A

SCHEDULE OF UNSOLD UNITS

LA-86	3K-130	1T-82
2A-104	4K-132	2T-84
3A-106	5K-134	4T-88
	6K-140	6T-92
LB-124	1L-126	
1B-126		3U-108
68-140	3L-130	6U-115
		2V-106
		3V-108
4C-110	LM-124	
	1M-126	1W-82
	6M-140	2W-84
4D-88	LN-77	1X-92
6D-92	1N-126	
	2N-128	
	4N-132	
LE-181	6N-140	
1E-185		
4E-194		
5E-200	1P-185	
6E-219	3P-191	
	4P-194	
1F-82	5P-200	
5F-90	6P-206	
6F-92		
2G-187	2R-128	
4G-194	3R-130	
6G-219	4R-132	
	6R-150	
LH-77		
	1S-185	
	2S-187	
	3S-191	
1J-126	4S-194	
2J-128	5S-200	
33-130	6S-219	
5J-134		
6J-140		

350 BLEECKER STREET APARTMENT CORP.
(A Cooperative Housing Corporation)

FINANCIAL STATEMENTS

AND

SUPPLEMENTARY INFORMATION

DECEMBER 31, 1988 AND 1987

WEISS & FELDMAN
CERTIFIED PUBLIC ACCOUNTANTS

350 BLEECKER STREET APARTMENT CORP.
(A Cooperative Housing Corporation)

DECEMBER 31, 1988 AND 1987

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WEISS & FELDMAN
CERTIFIED PUBLIC ACCOUNTANTS

BURTON FELDMAN, C.P.A.
MARK GUTTERMAN, C.P.A.
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MANHASSET, NEW YORK 11030
(516) 365-6600
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Board of Directors
350 Bleecker Street Apartment Corp.

We have examined the accompanying balance sheets of 350 Bleecker Street Apartment Corp. (A Cooperative Housing Corporation) at December 31, 1987 and 1986, and the related statements of operations and accumulated deficit for the years then ended, the statement of cash flows for the year ended December 31, 1988 and the statement of changes in financial position for the year ended December 31, 1987, (all on an income tax basis).

As described in the notes to these financial statements, the Corporation's policy is to prepare its financial statements on the same accounting basis used for income tax purposes. Consequently, revenues and the related assets are recognized when received rather than when earned, and expenses are recognized when paid rather than when the obligation is incurred. Accordingly, the accompanying financial statements are not intended to present financial position and results of operations in conformity with generally accepted accounting principles.

As described in the notes to these financial statements, the Corporation's policy is to prepare its financial statements on the same accounting basis used for income tax purposes. Consequently, revenues and the related assets are recognized when received rather than when earned, and expenses are recognized when paid rather than when the obligation is incurred. Accordingly, the accompanying financial statements are not intended to present financial position and results of operations in conformity with generally accepted accounting principles.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of 350 Bleecker Street Apartment Corp. (A Cooperative Housing Corporation) as of December 31, 1988 and 1987 and the results of its operations for the years then ended, its cash flows for the year ended December 31, 1988 and changes in financial position for the year ended December 31, 1987, on the accounting basis described in Note 1 to the financial statements.

Board of Directors
350 Bleecker Street Apartment Corp.

As discussed in Note 1 to the financial statements, the Corporation has implemented SFAS 95 and presented a statement of cash flows for the year ended December 31, 1988.

Our examinations were made for the purpose of forming an opinion on the basic financial statements of 350 Bleecker Street Apartment Corp. (A Cooperative Housing Corporation) for the years ended December 31, 1988 and December 31, 1987 taken as a whole. The supplementary information contained herein is presented for purposes of additional analysis and is not a required part of the basic financial statements. Such information has been subjected to the auditing procedures applied in the examination of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Weiss and Feldman

February 20, 1989
Manhasset, New York

WEISS & FELDMAN
CERTIFIED PUBLIC ACCOUNTANTS

350 BLEECKER STREET APARTMENT CORP.
(A Cooperative Housing Corporation)

BALANCE SHEET
(INCOME TAX BASIS)

DECEMBER 31, 1988 AND 1987

	<u>ASSETS</u>	<u>1988</u>	<u>1987</u>
Property (Note 1)			
Land		\$ 2,779,843	\$ 2,779,843
Building		<u>10,654,920</u>	<u>10,559,705</u>
		13,434,763	13,339,548
Less accumulated depreciation		<u>1,873,715</u>	<u>1,317,927</u>
		<u>11,561,048</u>	<u>12,021,621</u>
Short-term investments		<u>110,000</u>	<u>136,555</u>
		<u>110,000</u>	<u>136,555</u>
Total Assets		\$11,671,048	\$12,158,176
		=====	=====
<u>LIABILITIES AND SHAREHOLDERS' CAPITAL</u>			
Liabilities:			
Mortgage obligation		\$ 3,000,000	\$ 3,000,000
Closing adjustment payable-seller		12,943	91,943
Cash Overdraft		61,247	8,521
Payroll taxes payable		<u>2,489</u>	<u>2,094</u>
Total Liabilities		<u>3,076,679</u>	<u>3,102,558</u>
Shareholders' Capital			
Common stock, \$1 par; 17,202 shares issued and outstanding		17,202	17,202
Capital in excess of par		10,524,528	10,524,528
Accumulated deficit		<u>(1,947,361)</u>	<u>(1,486,112)</u>
Total Shareholders' Capital		<u>8,594,369</u>	<u>9,055,618</u>
Total Liabilities and Shareholders' Capital		\$11,671,048	\$12,158,176
		=====	=====

See Notes to Financial Statements

350 BLEECKER STREET APARTMENT CORP.
(A Cooperative Housing Corporation)

STATEMENT OF OPERATIONS AND ACCUMULATED DEFICIT
(INCOME TAX BASIS)

THE YEARS ENDED DECEMBER 31, 1988 AND DECEMBER 31, 1987

	<u>1988</u>	<u>1987</u>
Income:		
Maintenance charges	\$ 787,388	\$ 740,686
Commercial leasehold income	137,034	86,000
Interest income	9,356	8,250
Laundry income	17,000	9,000
Late and sublet fees	3,287	1,350
Transfer fee (flip tax)	5,850	19,800
Other Income (note 8)	<u>10,000</u>	<u>-</u>
	969,915	865,086
Operating Expenses. Exclusive of Depreciation:		
Taxes and interest	\$572,181	\$561,364
Utilities	70,130	67,502
General and administrative	103,987	111,853
Labor and related expenses	102,863	97,154
Repairs and maintenance	<u>26,215</u>	<u>31,716</u>
Total cost of operations	<u>875,376</u>	<u>869,589</u>
Profit (loss) from operations	94,539	(4,503)
Less: Non-operating expenses		
Depreciation charge	<u>555,788</u>	<u>554,529</u>
Net loss	(461,249)	(559,032)
Accumulated deficit: beginning of period	<u>(1,486,112)</u>	<u>(927,080)</u>
Accumulated deficit: end of period	\$ (1,947,361) =====	\$ (1,486,112) =====

See Notes to Financial Statements

WEISS & FELDMAN
CERTIFIED PUBLIC ACCOUNTANTS

350 BLEECKER STREET APARTMENT CORP.
(A Cooperative Housing Corporation)

STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED DECEMBER 31, 1988

Cash Flows From Operating Activities

Net income (loss) \$ (461,249)

Adjustments to reconcile net income to net
cash provided by operating activities:

Depreciation \$555,788
Increase (decrease) in closing adjustment payable (79,000)
Increase (decrease) in payroll taxes payable 395

Net Cash Provided (Used) by Operations \$ 15,934

Cash Flows From Investing Activities

Sale (purchase) of building improvements (95,215)

Net Cash Provided (Used) by Investing
Activities (95,215)

Cash Flows From Financing Activities

Decrease in short term investments 26,555

Net Cash Provided by Financing Activities 26,555

Net Increase (Decrease) in Cash (52,726)

Cash (Overdraft) at Beginning of Year (8,521)

Cash (Overdraft) at End of Year \$ (61,247)
=====

350 BLEECKER STREET APARTMENT CORP.
(A Cooperative Housing Corporation)

STATEMENT OF CHANGES IN FINANCIAL POSITION
(INCOME TAX BASIS)

DECEMBER 31, 1987

	<u>1987</u>
Source of Funds:	
Net loss	\$ (559,032)
Add items not requiring use of cash, depreciation charges	<u>554,529</u>
Funds used by operations	(4,503)
Decrease (increase) in short-term investments	(81,555)
Increase in payroll taxes payable	<u>185</u>
Total Source of Funds	<u>(85,873)</u>
Application of Funds:	
Building improvements	16,843
Decrease in prepaid expenses	-
Increase in mortgage interest payable	<u>-</u>
Total Application of Funds	<u>16,843</u>
Increase (decrease) in cash position	(102,716)
Cash at beginning of year	<u>94,195</u>
Cash at end of year	\$ (8,521) =====

See Notes to Financial Statements

WEISS & FELDMAN
CERTIFIED PUBLIC ACCOUNTANTS

350 BLEECKER STREET APARTMENT CORP.
(A Cooperative Housing Corporation)

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 1988 AND 1987

1. Summary of Significant Accounting Policies

Basis of presentation:

The accompanying financial statements have been prepared on the same basis as the Corporation files its federal income tax return. Accordingly, revenues and related assets are recognized when received rather than when earned, and expenses are recognized when paid rather than when the obligation is incurred.

In October 1987, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 95 (SPAS No. 95) which requires a statement of cash flows as part of a full set of financial statements in place of a statement of changes in financial position. SPAS No. 95 is effective for annual financial statements for fiscal years ending after July 15, 1988, but the Corporation has elected not to apply its provisions in 1987. Accordingly, the financial statements for 1988 include a statement of cash flows and as permitted by SPAS No. 95, the statement of changes in financial position for the year ended December 31, 1987 is shown as originally presented.

Property and depreciation:

Land and building improvements are stated at cost. The cost allocated to the building and building improvements made during 1986 will be recovered over a 19 year period using the Accelerated Cost Recovery System method of depreciation. Improvements made during 1987 and 1988 will be recovered over a 27 1/2 year period using the Modified Accelerated Cost Recovery System method of depreciation.

Revenue:

Residential maintenance is based on an annual budget determined by the Board of Directors. Commercial revenues are based upon existing lease agreements. Tenant-Shareholders are billed monthly for proprietary maintenance based on their respective stock holdings. The corporation retains excess operating funds in short term liquid investments.

350 BLEECKER STREET APARTMENT CORP.
(A Cooperative Housing Corporation)

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 1988 AND 1987

2. Organization:

The Corporation was incorporated in 1981, under the laws of the state of New York and qualifies under the Internal Revenue Code section 216 (b)(1) as a Cooperative Housing Corporation. The Corporation was authorized 17,202 shares of \$1 par common stock, which it has issued and is outstanding. On August 1, 1985 the corporation purchased from the sponsor Bleecker Charles Company, the apartment complex at 350 Bleecker Street and commenced its business as a Cooperative Housing Corporation. The corporation owns the six story building located at 350 Bleecker Street. New York and consists of 137 residential apartments. two commercial stores and a garage.

3. Mortgage Obligation:

The present mortgage held by the Development Bank of Singapore, Ltd. is for \$3,000,000 for a period of ten years with interest only at an interest rate of 9.75% per annum, requiring monthly payments of \$24,375 with no amortization or real estate escrow.

At the closing of the cooperative conversion the Corporation's property was subject to a mortgage held by the sponsor of the cooperative conversion, Bleecker Charles Company (A Partnership). This mortgage, which was refinanced as indicated above, was for \$3,000,000. The mortgage was wrapped around a first mortgage held by Emigrant Savings Bank. The Corporation made monthly payments of interest only of \$25,000 (10% per annum). No amortization was included or required in the monthly payments of \$25,000.

4. Legal Fees:

\$18,300 of legal fees incurred during 1987 were paid to Schwartz and Weiss, P.C. for their services in petitioning the City of New York certiorari for review of the assessed valuation of the Corporation's real property. This petition and subsequent review resulted in a reduction of the property assessment which has produced and will continue to produce real estate tax savings to the Corporation.

350 BLEECKER STREET APARTMENT CORP.
(A Cooperative Housing Corporation)

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 1988 AND 1987

5. Future Major Repairs and Replacements:

The Corporation intends to use the funds currently invested in a Certificate of deposit to defray the costs of any future major repairs and replacements.

6. Transaction with Related Parties:

The Corporation has a management agreement with a managing agent whose principal is the general partner of Bleecker Charles Company, the coop's sponsor.

7. Federal Income Taxes:

The Internal Revenue Service has taken the position that real estate cooperatives are subject to Section 277 of the Internal Revenue Code.

Section 277 of the Code provides that a membership organization that is operated to provide services to members is permitted to deduct expenses attributable to the furnishing of services to the members only to the extent of the income derived during such year from its members. Section 277 permits a membership organization to reduce income from non-membership sources only by expenses incurred in generating this income. Accordingly, income from non-membership sources such as interest commercial rental, professional apartment rental, etc., in excess of expenses properly attributable thereto may be subject to federal tax.

Income tax liability that may result from the above is not reflected in the attached financial statements. If the position of the Internal Revenue Service is sustained by the courts, such liability will be reflected in future financial statements.

8. Master Commercial Lease Provisions

Under the terms of the Master Commercial Lease, a percentage of the increase in real estate taxes and specified overhead costs allocable to the commercial space will be paid to the Cooperative as additional rent. At December 31, 1987 the amount due to the Cooperative from this provision was \$51,034. This amount was paid in 1988. At December 31, 1988 the amount due to the Cooperative under this provision was \$22,551.

350 BLEECKER STREET APARTMENT CORP.
(A Cooperative Housing Corporation)

NOTES TO FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 1988 AND 1987

During 1987, the Partnership applied to the Cooperative Board of Directors for permission to modify the Master Commercial Lease governing the commercial space in the complex so that each property could be leased separately. This space consists of a parking garage and two storefronts. This permission was granted for a consideration of \$25,000 to the Cooperative by the Partnership: \$10,000 payable in 1988, \$7,500 payable in 1989, and \$7,500 in 1990. The amount payable in 1988 was offset against the the Cooperative's closing cost obligation.

9. Mortgage Interest and Real Estate Taxes

During the calendar years ended December 31, 1988 and 1987 the Corporation incurred mortgage interest expense and real estate taxes which were passed through to the shareholders as personal income tax deductions. The applicable per share amounts were \$15.4097 and \$15.4089 for mortgage interest and \$14.4172 and \$14.1767 for real estate taxes. These amounts represent per share deductions for shareholders who were shareholders of the Corporation for the entire year. Part-year shareholders are entitled only to pro-rate shares of the deductions. Further reduction of these amounts should be made for any unpaid maintenance on a pro-rated basis.

SUPPLEMENTARY INFORMATION

WEISS & FELDMAN
CERTIFIED PUBLIC ACCOUNTANTS

350 BLEECKER STREET APARTMENT CORP.
(A Cooperative Housing Corporation)

SCHEDULE OF OPERATING EXPENSES

DECEMBER 31, 1988 AND 1987

	<u>1988</u>	<u>1987</u>
<u>Taxes and Interest</u>		
Real estate taxes	\$273,660	\$252,622
Corporation taxes	6,021	16,242
Wrap mortgage interest	<u>292,500</u>	<u>292,500</u>
	\$572,181	\$561,364
	=====	=====
<u>Utilities</u>		
Fuel and heating	\$ 33,907	\$ 34,248
Electric and gas	17,207	17,231
Water and sewer charges	<u>19,016</u>	<u>16,023</u>
	\$ 70,130	\$ 67,502
	=====	=====
<u>General and Administrative</u>		
Insurance	\$ 40,025	\$ 45,053
Management fees	42,000	42,000
Legal (note 4)	13,398	18,500
Accounting	4,600	4,400
Telephone	450	320
Office expense	2,348	1,419
Permits and licenses	<u>1,166</u>	<u>161</u>
	\$103,987	\$111,853
	=====	=====
<u>Labor and Related Expenses</u>		
Payroll	\$ 80,777	\$ 83,780
Payroll taxes and employee benefits	<u>22,086</u>	<u>13,374</u>
	\$102,863	\$97,154
	=====	=====
<u>Repairs and Maintenance</u>		
Boiler, heating and plumbing	\$ 6,684	\$ 7,287
Janitorial supplies	4,542	5,066
Elevator	7,514	5,369
Electric	146	880
Incinerator	-	7,595
Exterminating	705	909
Painting	2,324	1,033
Miscellaneous	<u>4,300</u>	<u>3,577</u>
	\$ 26,215	\$ 31,716
	=====	=====

WEISS & FELDMAN
CERTIFIED PUBLIC ACCOUNTANTS

350 BLEECKER STREET APARTMENT CORP.
(A Cooperative Housing Corporation)

ESTIMATED MAINTENANCE REQUIRED

JANUARY 1, 1989 TO DECEMBER 31, 1989

Income Other Than Maintenance		
Coin Machine	\$ 13,000	
Commercial Rent	86,000	
Commercial Rent Additional	23,000	
CD Interest	-	
Flip Tax	-	
	<hr/>	
		<u>\$ 122,000</u>
Expenses		
Mortgage Interest	\$ 292,500	
Real Estate Taxes	267,500	
Water & Sewer Charges	19,000	
Payroll	100,000	
Payroll Taxes & Employee Benefits	22,000	
Insurance	41,000	
Fuel	35,000	
Gas & Electric	18,000	
Management	42,000	
Repairs & Maintenance	25,000	
Corporate Taxes	10,000	
Accounting	5,000	
Office Expense	2,000	
Fees & Permits	1,000	
Telephone & Sundries	2,000	
	<hr/>	
Total Expenses		<u>\$ 882,000</u>
Maintenance Required		<u>\$ 760,000</u>
# Shares Outstanding	17,202	
Annual Amount Required Per Share		44.18
Monthly Amount Required Per Share		3.68

Note: Real estate taxes computed on basis of
July 1, 1988 to June 30, 1989 with
Expected rebate of \$13,900

WEISS & FELDMAN
CERTIFIED PUBLIC ACCOUNTANTS