

THIS OFFERING PLAN HAS BEEN AMENDED, SEE AMENDMENTS HEREIN.

THIS IS A NON-EVICTION PLAN. SEE "RIGHTS OF EXISTING TENANTS". NO NON-PURCHASING TENANT WILL BE EVICTED BY REASON OF CONVERSION TO COOPERATIVE OWNERSHIP.

COOPERATIVE OFFERING PLAN

**350 Bleecker Street
New York, New York 10014
(17,202 shares; 137 apartments)**

Total Cash Offering	\$10,321,200 (1)	\$15,481,800 (2)
Mortgage Indebtedness	<u>3,000,000</u>	<u>3,000,000</u>
Total Purchase Price	\$13,321,200	\$18,481,800
Less: Reserve Fund to be retained by Apartment Corporation.....	309,636	309,636
Less: Working Capital Fund	<u>15,000</u>	<u>15,000</u>
Net Offering Proceeds of Property due Sponsor	<u>\$12,996,564</u>	<u>\$18,157,164</u>

(1) Assumes all shares are sold to Tenants who have executed and delivered Subscription Agreements within 90 days of the Presentation Date.

(2) Assumes all shares are sold to Outsiders and Tenants who have not executed and delivered Subscription Agreements within 90 days of the Presentation Date.

Apartment Corporation Whose Shares are Offered:

350 BLEECKER STREET APARTMENT CORP.

c/o Kenneth B. Newman, Esq.

488 Madison Avenue

New York, New York 10022

Sponsor:

BLEECKER CHARLES COMPANY

488 Madison Avenue

New York, New York 10022

Selling Agent:

KENNETH B. NEWMAN REALTY CORP.

488 Madison Avenue

New York, New York 10022

Approximate Date of First Offering: December 31, 1984.

This Plan may not be used for more than 12 months from such date unless amended.

SEE PAGE 1 FOR SPECIAL RISKS TO PURCHASERS.

THE PRICES FOR THE SHARES ALLOCATED TO THESE UNITS MAY BE CHANGED FROM TIME TO TIME DURING THIS OFFERING, SO THAT PRIOR OR SUBSEQUENT PURCHASERS MAY PAY OR MAY HAVE PAID LESS OR MORE THAN THE SUBSCRIBERS FOR SHARES ALLOCATED TO SIMILAR UNITS. THE EFFECT OF SUCH IS SET FORTH ON PAGE 11.

THIS OFFERING PLAN IS THE ENTIRE OFFER TO SELL THESE COOPERATIVE UNITS. NEW YORK LAW REQUIRES THE SPONSOR TO DISCLOSE ALL MATERIAL INFORMATION IN THIS PLAN AND TO FILE THIS PLAN WITH THE NEW YORK STATE DEPARTMENT OF LAW PRIOR TO SELLING OR OFFERING TO SELL ANY UNIT. FILING WITH THE DEPARTMENT OF LAW DOES NOT MEAN THAT THE DEPARTMENT OR ANY OTHER GOVERNMENT AGENCY HAS APPROVED THIS OFFERING.