

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.

FIFTH 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, and the Fourth Amendment dated May 1, 1985 and filed by the Department of Law on June 26, 1985, as follows:

1. The closing of title was held at the offices of Kenneth B. Newman, P.C., 535 Fifth Avenue, New York, New York, on July 31, 1985.

2. a) A bank account for the reserve fund was established with Bank of Commerce, 56 East 42nd Street, New York, New York, in the name of 350 Bleecker Street Apartment

Corp. The reserve fund was established at \$309,000, however, the sum of \$19,618.50 was expended for side walk repairs after the filing of the "Red Herring," as described in the Plan. The total sum deposited was \$289,381.50.

b) The sum of \$15,000.00 for a working capital fund was deposited into Bank of Commerce, 56 East 42nd Street, New York, in the name of 350 Bleecker Street Apartment Corp. Agency Account.

3. The net closing adjustments of \$88,144.21 were in favor of the Sponsor, but the Sponsor deterred payment thereof. Such amounts will be paid in equal monthly installments from available cash flow.

4. Prior to Closing Emigrant Savings Bank held a mortgage on the property with an outstanding principal balance of \$1,574,364.68 at the time of closing. This mortgage remains underlying a \$3,000,000.00 wrap around mortgage which was given to the Sponsor at the time of Closing.

5. The Sponsor holds 13,243 shares of stock in the Apartment Corporation, constituting all of the unsold shares. The following dwelling units are appurtenant to said shares:

	L-F			
L-A	1-F	1-L	6-R	5-W
2-A	4-F	2-L	1-S	1-X
3-A	5-F	3-L	2-S	2-X
5-A	6-F	4-L	3-S	3-X
L-B	2-G	5-L	4-S	4-X
1-B	3-G	L-M	5-S	5-X
2-B	4-G	1-M	6-S	
3-B	6-G	4-M	1-T	
4-B	L-H	6-M	2-T	
6-B	2-H	L-N	3-T	
L-C	4-H	1-N	4-T	
3-C	5-H	2-N	5-T	
4-C	1-J	4-N	6-T	
6-C	2-J	5-N	1-U	
2-D	3-J	6-N	2-U	
3-D	4-J	1-P	3-U	
4-D	5-J	3-P	4-U	
5-D	6-J	4-P	6-U	
6-D	L-K	5-P	2-V	
L-E	1-K	6-P	3-V	
1-E	3-K	1-R	4-V	
4-E	4-K	2-R	5-V	
5-E	5-K	3-R	1-W	
6-E	6-K	4-R	2-W	
			4-W	

6. The Sponsor and Seller of the property is Bleecker Charles Company, a Limited Partnership, with offices located at 535 Fifth Avenue, New York, New York 10017. The sole Managing Partner of Bleecker Charles Company is Kenneth B. Newman.

Mr. Newman has been actively engaged in the management of real estate for many years and presently has interests in several cooperative apartments in Manhattan. He is an attorney

admitted to the Bar of the State of New York, and represents the Sponsor as counsel in this and other matters.

The Selling Agent and Managing Agent, Kenneth B. Newman Realty Corp., a domestic corporation, is controlled by Kenneth B. Newman. Mr. Newman is a limited partner and the managing partner of Bleecker Charles Company.

Charles B. Ferris a licensed Professional Engineer of Charles B. Ferris Associates has prepared the report of building condition at the request of the Sponsor and is otherwise unrelated to the Sponsor.

Within the past five years Kenneth B. Newman was involved as a principal of the Sponsor in the conversion of 330 East 70th Street, New York, New York to cooperative ownership. Prior to conversion on May 16, 1983, this was a rental property.

Dated: New York, New York
August 19, 1985

BLEECKER CHARLES COMPANY
Sponsor