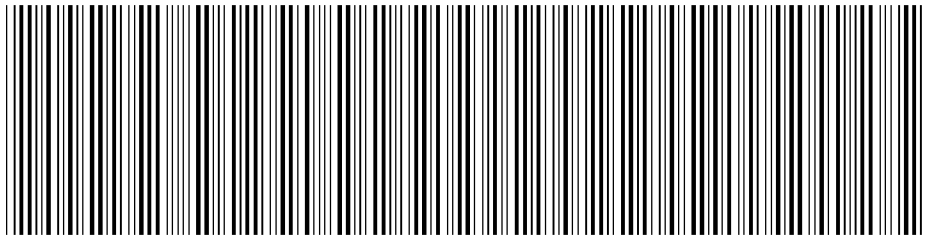


**NYC DEPARTMENT OF FINANCE
OFFICE OF THE CITY REGISTER**

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RECORDING AND ENDORSEMENT COVER PAGE

PAGE 1 OF 10

Document ID: 2013041500721017

Document Date: 04-10-2013

Preparation Date: 06-14-2013

Document Type: SUNDRY MISCELLANEOUS

Document Page Count: 8

PRESENTER:

ROYAL ABSTRACT OF NEW YORK
LLC(PICK-UP/RANDY)
500 5TH AVENUE
SUITE 1540
NEW YORK, NY 10110
902214-215

RETURN TO:

ROYAL ABSTRACT OF NEW YORK
LLC(PICK-UP/RANDY)
500 5TH AVENUE
SUITE 1540
NEW YORK, NY 10110
902214-215

PROPERTY DATA

Borough	Block	Lot	Unit	Address
MANHATTAN	702	4	Entire Lot	553 WEST 30TH STREET

Property Type: COMMERCIAL REAL ESTATE

Borough	Block	Lot	Unit	Address
MANHATTAN	702	10	Entire Lot	N/A WEST 30TH STREET

Property Type: COMMERCIAL REAL ESTATE

☒ Additional Properties on Continuation Page

CROSS REFERENCE DATA

CRFN _____ or DocumentID _____ or _____ Year _____ Reel _____ Page _____ or File Number _____

PARTIES

PARTY 1:

METROPOLITAN TRANSPORTATION AUTHORITY
347 MADISON AVENUE
NEW YORK, NY 10017

FEES AND TAXES

Mortgage :

Mortgage Amount: \$ 0.00

Taxable Mortgage Amount: \$ 0.00

Exemption:

TAXES: County (Basic): \$ 0.00

City (Additional): \$ 0.00

Spec (Additional): \$ 0.00

TASF: \$ 0.00

MTA: \$ 0.00

NYCTA: \$ 0.00

Additional MRT: \$ 0.00

TOTAL: \$ 0.00

Recording Fee: \$ 83.00

Affidavit Fee: \$ 0.00

Filing Fee:

\$ 0.00

NYC Real Property Transfer Tax:

\$ 0.00

NYS Real Estate Transfer Tax:

\$ 0.00

RECORDED OR FILED IN THE OFFICE

OF THE CITY REGISTER OF THE

CITY OF NEW YORK

Recorded/Filed 07-12-2013 15:22

City Register File No.(CRFN):

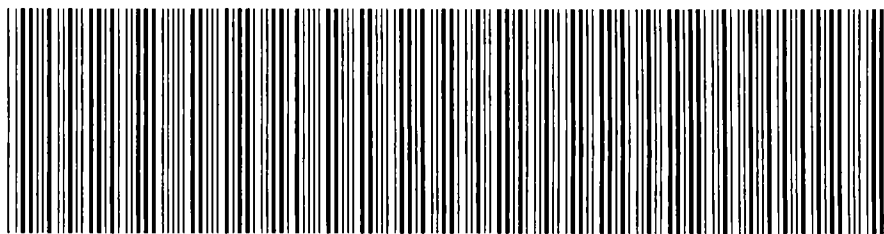
2013000276106



Annette McMill

City Register Official Signature

**NYC DEPARTMENT OF FINANCE
OFFICE OF THE CITY REGISTER**



2013041500721017010C1DDF

RECORDING AND ENDORSEMENT COVER PAGE (CONTINUATION)

PAGE 2 OF 10

Document ID: 2013041500721017

Document Date: 04-10-2013

Preparation Date: 06-14-2013

Document Type: SUNDRY MISCELLANEOUS

PROPERTY DATA

Borough	Block	Lot	Unit	Address
MANHATTAN	702	9110	Entire Lot 1	351 10TH AVENUE
Property Type: COMMERCIAL REAL ESTATE				

**CONSENT TO EXECUTION OF RESTRICTIVE DECLARATION AND AGREEMENT
TO SUBORDINATE FUTURE FEE ENCUMBRANCES**

THIS CONSENT TO EXECUTION OF RESTRICTIVE DECLARATION AND AGREEMENT TO SUBORDINATE FUTURE FEE ENCUMBRANCES (this "Consent") made this 10 day of April, 2013 by METROPOLITAN TRANSPORTATION AUTHORITY, a body corporate and politic constituting a public benefit corporation of the State of New York, having an office at 347 Madison Avenue, New York, New York 10017-3739 (the "MTA").

WITNESSETH:

WHEREAS, MTA is the owner of fee title in and to certain real property located in the Borough of Manhattan, and the City, County and State of New York, consisting of the Facility Airspace Parcel, as the same is defined and described in that certain Declaration of Easements (Eastern Rail Yard Section of The John D. Caemmerer West Side Yard), dated as of May 26, 2010, made by MTA, as Declarant, and recorded in the Office of the City Register, New York County, at CRFN 2010000194078 (the "Declaration of Easements"), and designated for real property tax purposes as Lot(s) 4, 10, and 9110 of Tax Block 702, and as more particularly described on Schedule A to this Consent (the "Subject Property");

WHEREAS, MTA has leased a portion of the Subject Property to ERY TENANT LLC, a Delaware limited liability company ("ERY Balance Lease Tenant"), pursuant to a lease dated as of April 10, 2013 (the "ERY Balance Lease"), a memorandum of which is intended to be recorded in the Office of the City Register, New York County, immediately prior to the recordation of the Restrictive Declaration (as hereinafter defined);

WHEREAS, MTA has leased the remainder of the Subject Property to LEGACY YARDS TENANT LLC, a Delaware limited liability company ((hereinafter referred to as "Tower C Tenant", and together with ERY Balance Lease Tenant, each a "Declarant" and together "Declarants"), pursuant to a lease dated as of the date hereof (the "Tower C Lease"), a memorandum of which is intended to be recorded in the Office of the City Register, New York County, prior to the recordation of the Restrictive Declaration (as hereinafter defined);

WHEREAS, Declarants are concurrently herewith executing a Restrictive Declaration encumbering their leasehold interests in the Subject Property, in the form to which this Consent is attached as an exhibit (the "Restrictive Declaration"; all capitalized terms used but not defined in this Consent have the respective meanings set forth in the Restrictive Declaration);

WHEREAS, the Restrictive Declaration, which is intended to be recorded in the Office of the City Register, New York County, simultaneously with the recording hereof, subjects the Subject Property to certain restrictions, covenants, obligations, easements and agreements contained in the Declaration; and

WHEREAS, the City and Declarants have requested that MTA execute and record this Consent with respect to the Restrictive Declaration, and MTA has agreed to do so.

NOW, THEREFORE, MTA hereby consents and agrees as follows:

I. MTA consents to the execution by the Declarants of the Restrictive Declaration and recording of the Restrictive Declaration against the Subject Property.

II. MTA consents to be bound by, and to benefit from, the provisions of Sections 8 and 12 of the Restrictive Declaration, and any other provisions of the Restrictive Declaration which specifically reference MTA and/or LIRR.

III. MTA agrees and acknowledges that any liens or encumbrances imposed on MTA's fee interest in the Subject Property following the Effective Date of the Declaration (a "MTA Future Lien") shall be subject and subordinate to the lien of the Declaration, and no foreclosure of any MTA Future Lien shall extinguish the Declaration.

IV. MTA is executing this Consent solely for the purpose of facilitating (i) the development of the Southwest Corner Residential Development by either Declarant in accordance with the First Text Change, and (ii) the WRY Development in accordance with the provisions of Article IX, Chapter 3 of the Zoning Resolution. If at any time (i) the ERY Balance Lease or the Tower C Lease is no longer in full force or effect and (ii) MTA is the sole party-in-interest (as defined in Section 12-10 of the Zoning Resolution) with respect to the Subject Property, then (x) so long as the Southwest Corner Residential Development has not been constructed, and no building permit for the Southwest Corner Residential Development is then in full force and effect, MTA shall be entitled at its sole discretion to terminate the provisions of paragraphs 1 and 2 of the Restrictive Declaration, and/or (y) so long as the WRY Development has not been constructed pursuant to Article IX, Chapter 3 of the Zoning Resolution and no building permit for the WRY Development pursuant to Article IX, Chapter 3 of the Zoning Resolution is then in full force and effect, MTA shall be entitled at its sole discretion to terminate the provisions of paragraph 3 of the Restrictive Declaration, in either case by executing and recording a modification and/or termination of the Restrictive Declaration, and no consent of Declarants, the City or any other person or entity shall be required for such modification and/or termination.

V. Nothing in this Consent shall be deemed to constitute a waiver of MTA's rights and exemptions under New York law, including without limitation New York Public Authorities Law §1266(8); provided that MTA acknowledges and agrees that the City may enforce the provisions of Article IX, Chapter 3 of the Zoning Resolution and of this Restrictive Declaration against Declarant and any successors to Declarant which are developing the Subject Property pursuant to Article IX, Chapter 3 of the Zoning Resolution.

VI. This Consent shall be binding upon MTA and its legal representatives, successors and assigns.

IN WITNESS WHEREOF, the MTA has duly executed this Consent as of the date and year first above written.

METROPOLITAN TRANSPORTATION
AUTHORITY

By: _____

Name: _____

Title: _____

Jeffrey B. Rosen
Director, Real Estate

ACKNOWLEDGMENT

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss:

On the 2nd day of April in the year 2013, before me, the undersigned, a notary public in and for said state, personally appeared Jeffrey Rosen, personally known to me or proved to me on the basis of satisfactory evidence to be the individual(s) whose name(s) is (are) subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their capacity(ies), and that by his/her/their signature(s) on the instrument, the individual(s), or the person upon behalf of which the individual(s) acted, executed the instrument.


CAROL ROTHSTEIN VIOLA
Notary Public, State of New York
No. 01RO6051364
Qualified in Kings County
Commission Expires Nov. 27, 2014

SEAL

Schedule A

LEGAL DESCRIPTION OF SUBJECT PROPERTY

Terra Firma Parcel

Beginning at a point formed by the intersection of the westerly line of Tenth Avenue (100' R.O.W.), and the northerly line of West 30th Street (60' R.O.W.); running thence

1. Along said northerly line of West 30th Street, North $89^{\circ}56'53''$ West, a distance of 800.00 feet to a point formed by the intersection of the said northerly line of West 30th Street and the easterly line of Eleventh Avenue (100' R.O.W.); thence
2. Along said easterly line of Eleventh Avenue, North $00^{\circ}03'07''$ East, a distance of 182.50 feet to a point; thence
3. Leaving Eleventh Avenue, South $89^{\circ}56'53''$ East, a distance of 120.95 feet to a point; thence
4. North $78^{\circ}45'38''$ East, a distance of 49.37 feet to a point; thence
5. South $89^{\circ}56'53''$ East, a distance of 630.64 feet to a point in the aforementioned westerly line of Tenth Avenue; thence
6. Along said westerly line of Tenth Avenue, South $00^{\circ}03'07''$ West, a distance of 192.17 feet to the Point of Beginning.

Encompassing an area of 152,330 square feet or 3.497 acres, more or less.

This description is prepared in accordance with a plan entitled, "Tax Lot Survey of Block 702, Lots 10 & 110, Hudson Yards, City of New York, Borough of Manhattan, New York County, New York," prepared by Langan Engineering and Environmental Services, New York, New York, Job No. 170019110, dated 19 June 2012, revised 8/2/12, Drawing No. 14.02.

Airspace Parcel

All of the lands above a lower limiting plane of 40.55 feet (Manhattan Borough Datum) within the following horizontal boundary:

Beginning at a point formed by the intersection of the westerly line of Tenth Avenue (100' R.O.W.) and the southerly line of West 33rd Street (60' R.O.W.); running thence

1. Along said westerly line of Tenth Avenue, South $00^{\circ}03'07''$ West, a distance of 520.33 feet to a point; thence

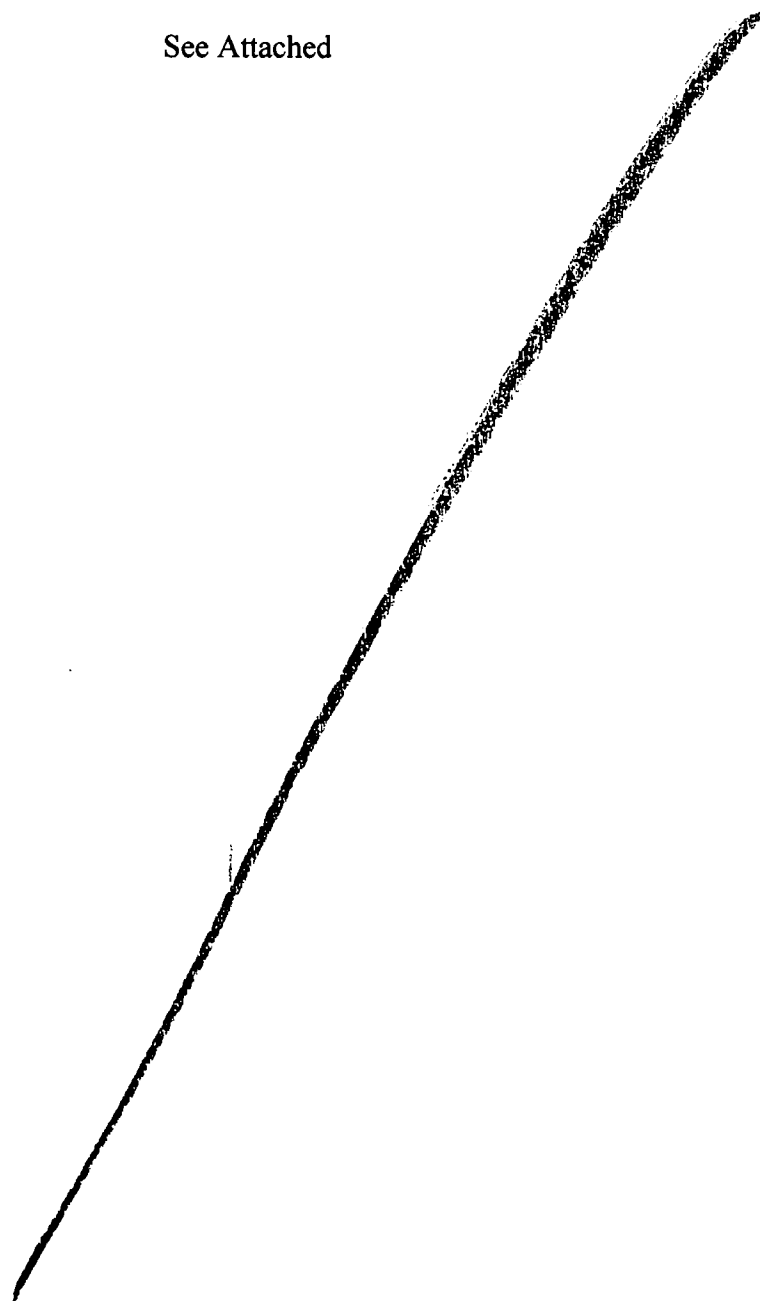
2. Leaving Tenth Avenue, North $89^{\circ}56'53''$ West, a distance of 630.64 feet to a point; thence
3. South $78^{\circ}45'38''$ West, a distance of 49.37 feet to a point; thence
4. North $89^{\circ}56'53''$ West, a distance of 120.95 feet to a point in the easterly line of Eleventh Avenue (100' R.O.W.); thence
5. Along said easterly line of Eleventh Avenue, North $00^{\circ}03'07''$ East, a distance of 530.00 feet to a point formed by the intersection of said easterly line of Eleventh Avenue and the aforementioned southerly line of West 33rd Street; thence
6. Along said southerly line of West 33rd Street, South $89^{\circ}56'53''$ East, a distance of 800.00 feet to the Point of Beginning.

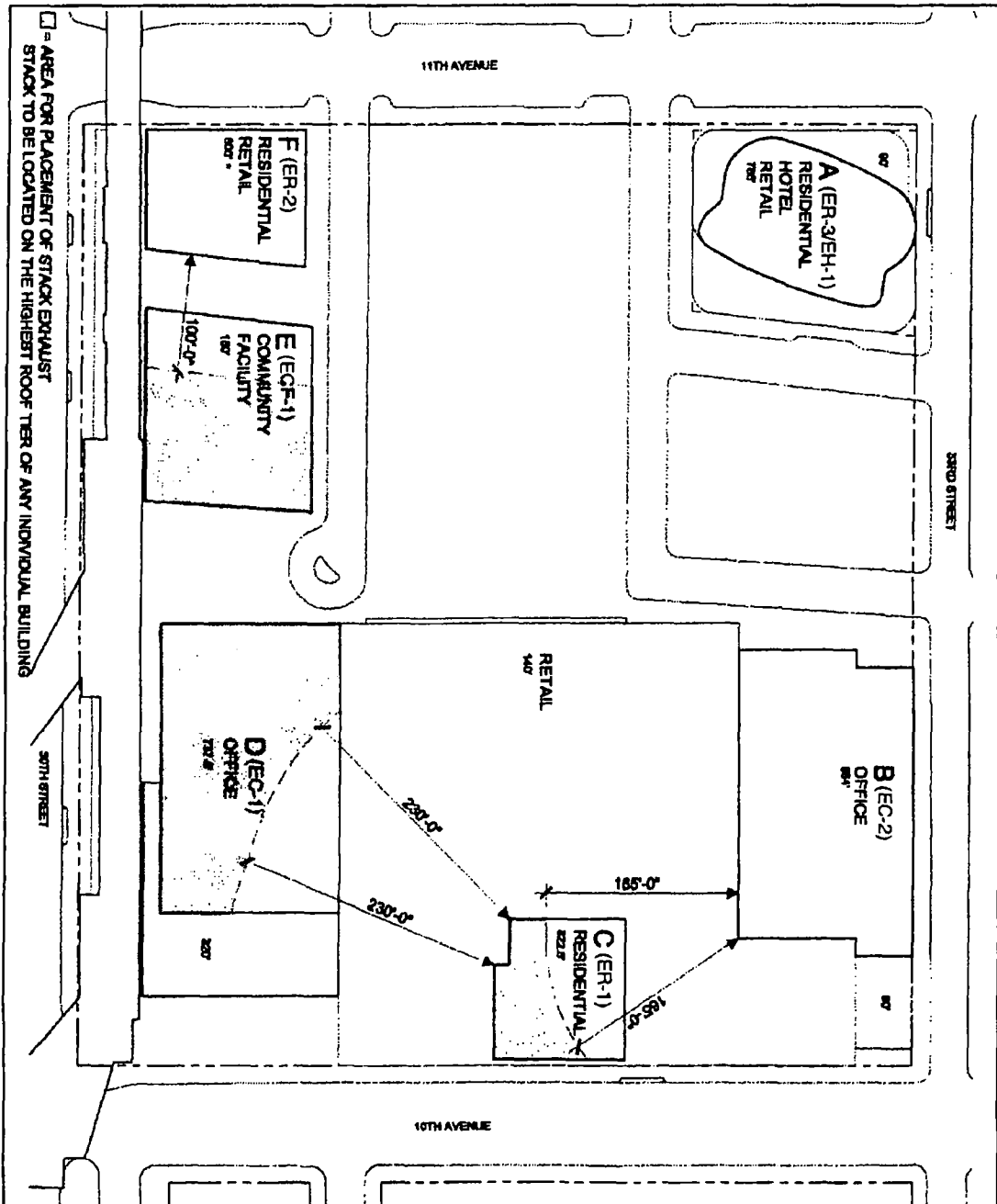
Encompassing an area of 417,670 square feet or 9.588 acres, more or less.

This description is prepared in accordance with a plan entitled, "Tax Lot Survey of Block 702, Lots 10 & 110, Hudson Yards, City of New York, Borough of Manhattan, New York County, New York," prepared by Langan Engineering and Environmental Services, New York, New York, Job No. 170019110, dated 19 June 2012, revised 8/2/12, Drawing No. 14.02.

EXHIBIT E
THE EAS PLAN

See Attached





* For conservative air quality purposes, a building height of 600' was assumed for Building F (ER-2)

Source: KPF Architects

Eastern Yards Text Amendment EAS

Figure B-1
Exhaust Stack Diagram