

518-1043

*No CONSIDERATION  
103a  
/*

THIS INDENTURE, dated as of March 18, 1980 BETWEEN GULF & WESTERN FOUNDATION, (the "Foundation"), a New York not-for-profit corporation having an office at 1 Gulf & Western Plaza, New York, New York 10023, and THE CITY OF NEW YORK (the "City"), a municipal corporation of the State of New York, having an office at City Hall, New York, New York 10007.

W I T N E S S E T H :

WHEREAS, the Foundation and the City have entered into an agreement, dated as of November 30, 1978, with respect to the within transaction, which agreement, without the exhibits thereto, is intended to be recorded simultaneously herewith; and

WHEREAS, the City's Board of Estimate, acting by resolution adopted as Cal. No. '87 of February 21, 1980, did approve the Mayor's accepting, on behalf of the City, the premises herein conveyed;

NOW, THEREFORE, the Foundation does hereby give, donate, grant and release unto the City and its successors and assigns all that certain plot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the Borough of Manhattan, County,

*Block 1030  
Lot 1*

City and State of New York, bounded and described as follows:

BEGINNING at the corner formed by the intersection of the northerly side of 58th Street with the easterly side of Eighth Avenue; running

THENCE easterly, along the northerly side of 58th Street, 97 feet 1-7/8 inches to the westerly side of Broadway;

THENCE northerly, along the westerly side of Broadway, 75 feet 11 inches to the southerly side of Columbus Circle;

THENCE westerly, along the southerly side of Columbus Circle as same curves, 75 feet 3-1/4 inches to the easterly side of Eighth Avenue;

THENCE southerly, along the easterly side of Eighth Avenue, 40 feet 8-1/2 inches to the point or place of BEGINNING. SAID PREMISES now being known as 2 Columbus Circle. TOGETHER with all right, title and interest, if any, of the Foundation in and to any streets and roads abutting the above described premises to the center lines thereof; TOGETHER with the appurtenances and all the estate and rights of the Foundation in and to said premises; TO HAVE AND TO HOLD the premises herein granted (the "Premises") unto the City, its successors and assigns in fee simple so long as (a) prior to the thirtieth anniversary of the date hereof, the Premises shall be used solely by the City as

its principal public facility for visitors' services and cultural affairs and for no other purpose than this Deed shall remain in full force and effect; otherwise, all right, title and interest acquired by the City pursuant to this deed shall terminate and all interest in the Premises shall revert to the Foundation, its successors and assigns; and (b) upon the thirtieth anniversary of the date hereof, (unless the Premises have earlier reverted to the Foundation, its successors and assigns pursuant to (a) above) the possibility of reverter reserved above shall lapse and terminate, and thereafter the City, its successors and assigns, shall have and hold the Premises forever in fee simple absolute.

AND by way of explanation and interpretation of certain phrases contained in the foregoing habendum, the following shall apply:

A. Used solely by the City. The Premises shall be deemed to be used solely by the City notwithstanding the occurrence of one or both of the following:

(1) - that the City shall allow the Premises to be operated and/or maintained by an organization subject to the provisions of the New York Not-For-Profit Corporation Law, or any successor statute of like import and effect, which organization shall be exempt from federal income taxation under Section 501 (c) (3)

of the Internal Revenue Code of 1954, as amended, or any successor provision or statute of like import and effect;

(2) - that the City shall allow the Premises to be occupied by one or more corporations subject to the provisions of the New York Not-For-Profit Corporation Law, or any successor statute of like import and effect, provided any such corporation is organized and operated solely for one or both of the purposes set forth in the foregoing habendum.

B. Principal public facility. The Premises shall be deemed to be the City's principal public facility for the purposes set forth in the foregoing habendum so long as all of the following shall be true:

(1) - the Premises is designated by the City, and held out to the public as, the City's principal public facility for the purposes set forth in (a) of the foregoing habendum, provided, however, that the City, or a public authority or public benefit corporation of the State of New York, or an entity affiliated with the City, may operate other, including larger, visitors' centers and/or cultural affairs facilities;

(2) - there is located at the Premises the office(s) of the senior official(s) or officer(s) (and their staff) of the department or other agency of the City or of the corporation(s) described in paragraph A (2) above, having responsibility for the day-to-day operations of said department, agency or corporation

which carries out the purposes set forth in the foregoing habendum;

(3) - the public has free and regular access to the street level of the Premises;

(4) - that portion of the Premises which now houses the auditorium is principally used for public exhibition, assemblage or information purposes.

Those portions of the Premises described in (3) and (4) above are hereinafter referred to as the "Public Area" and the remainder of the Premises is hereinafter referred to as the "General Area."

Notwithstanding anything else herein contained, all of the statements identified as (1) through (4) above shall be deemed to be true so long as (i) the Foundation has failed to give notice to the City that, in the opinion of the Foundation, a statement is untrue or (ii) if the Foundation has given such notice, the City, within six months after the date of such notice, has caused the statement to be true.

C. Visitors' services and cultural affairs.

The phrase "visitors' services and cultural affairs" as used in the foregoing habendum shall include, without limitation, the following:

(1) - provision in the Public Area, free of charge, of information concerning the availability and location within New York City of: places of interest such as historical and landmark buildings and districts; parks and other recreational facilities;

museums, theaters, opera houses, concert halls and other facilities of the performing arts; houses of worship; sports facilities; exhibition centers; hospital, social and emergency services; transit and transportation services; banking and currency exchange facilities; post offices; hotels; and any similar or dissimilar matters generally regarded as of interest to visitors. The foregoing may be provided through manned information desks and through such media as maps, brochures and similar printed matter, films, slides, videotape, closed circuit television or other information delivery systems.

(2) - maintenance in the General Area of the Premises of offices for personnel engaged in any of the following activities:

(a) the operation and maintenance of the Premises;

(b) the administration of the services described in paragraph (1) above;

(c) the provision of information and assistance regarding convention facilities in New York City;

(d) the promotion of New York City as a visitors, cultural and convention center;

(e) allocation of funds and provision of other assistance to cultural institutions in New York City such as museums, concert halls, opera houses and other facilities for the performing arts;

(f) fund-raising in connection with the foregoing.

D. Notice. Notice shall be deemed given to the City by the Foundation if the notice is in writing and mailed by registered or certified mail, postage prepaid, return receipt requested to:

Deputy Commissioner of General Services  
 Division of Real Property  
 New York City Department of General Services  
 2 Lafayette Street  
 New York, New York 10007

with a copy to:

Commissioner of Cultural Affairs  
 2 Columbus Circle  
 New York, New York 10023

Chief, Economic Development Division  
 New York City Law Department  
 100 Church Street  
 New York, New York 10007

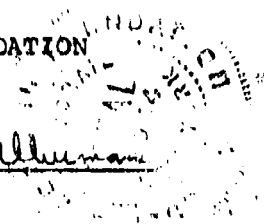
or to such other addresses and attorneys as the City may designate by notice given to the Foundation at its address as first specified above (or such different addresses and persons as the Foundation may specify by registered or certified mail as aforesaid) by registered or certified mail as aforesaid.

IN WITNESS WHEREOF, the Foundation has duly executed this indenture the day and year first above written.

IN PRESENCE OF:

GULF & WESTERN FOUNDATION

By Samuel J. Illman  
President



ACCEPTED:

THE CITY OF NEW YORK

By James J. [Signature]  
Mayor

Attest:

[Signature]  
City Clerk

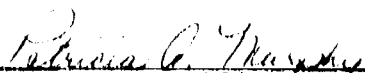
Approved As To Form:

Martin E. DeLo  
Acting Corporation Counsel

STATE OF NEW YORK )  
 : SS. :  
COUNTY OF NEW YORK )

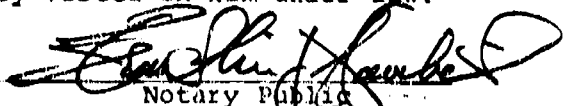
REC 518.1051

On the 13<sup>th</sup> day of MARCH, 1980, before me personally came Samuel J. Silberman, to me known, who, being by me duly sworn, did depose and say that he resides at *Ritz Towers, 405 Park Ave. N.Y., New York, N.Y. 10022*; that he is the President of GULF & WESTERN FOUNDATION, INC., the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the board of directors of said corporation, and that he signed his name thereto by like order.

  
Notary Public  
PATRICIA A. MURPHY  
Notary Public, State of New York  
No. 4882524 Rockland County  
Certificate Filed in New York County  
Commission Expires March 30, 1982

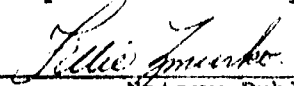
STATE OF NEW YORK )  
 : SS. :  
COUNTY OF NEW YORK )

On the 21<sup>st</sup> day of MARCH, 1980, before me personally came **EDWARD I. KOCH**, to me known and known to me to be the Mayor of THE CITY OF NEW YORK and the same person who executed the foregoing instrument, and he acknowledged that he executed the foregoing instrument on behalf of the City of New York as said Mayor and pursuant to the authority vested in him under law.

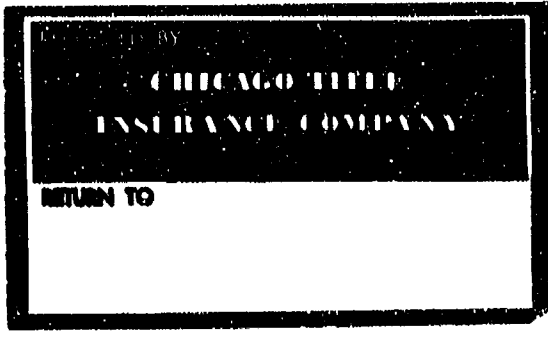
  
Notary Public  
FRANKLIN J. HAVLICK  
Notary Public, State of New York  
No. 21 45 125  
Qualified in New York County  
Commission Expires March 30, 1982

STATE OF NEW YORK )  
 : SS. :  
COUNTY OF NEW YORK )

On the 21<sup>st</sup> day of March, 1980, before me personally came David Dinkins, with whom I am personally acquainted and known to me to be the City Clerk of THE CITY OF NEW YORK, the corporation described in and which executed the foregoing instrument, and who, being by me duly sworn, did depose and say that he resides at 157-10 Riverside Drive West, New York, New York; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed as provided by law; and that he signed his name thereto as City Clerk by like authority.

  
Notary Public

TILLIE ZMURKO  
COMMISSIONER OF DEEDS  
CITY OF NEW YORK No. 2 611  
Certificate Filed in New York County  
Commission Expires November 1, 1981



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REEL 518 1052

A. 20

Sec 4  
Block 1030  
Lot 1  
County - New York

ADDRESS  
well to order  
of the trustee  
of the well  
of the City of New York

Deed  
Gulf + Western Foundation  
&  
The City of New York

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ONE ...  
TWO ...

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REAL ESTATE  
EMPHASIS

4448

1980 MAR 25 PM 12:14

R 1582

John J. Legattuta

LOCAL YAK. *[Signature]*

Return to:  
Ted Chun

100 Church Street  
Room 5-625  
New York, N.Y. 10007