

CONSULT YOUR LAWYER BEFORE SIGNING THIS INSTRUMENT - THIS INSTRUMENT SHOULD BE USED BY LAWYERS ONLY

**THIS INDENTURE**, made <sup>as of</sup> the 2nd day of July, nineteen hundred and ninety-six  
**BETWEEN** Viacom Foundation (successor by name change to Paramount Communications Foundation, successor by name change to Gulf & Western Foundation), a New York not-for-profit corporation having an office at 1515 Broadway, New York, New York

party of the first part, and  
New York City Economic Development Corporation, a local development corporation pursuant to Section 1411 of the New York State Not-For-Profit Corporation Law having an office at 110 William Street, New York, New York 10038

party of the second part,

**WITNESSETH**, that the party of the first part, in consideration of ten dollars and other valuable consideration ----- dollars,

~~lawful money of the United States,~~ ----- paid

by the party of the second part, does hereby grant and release unto the party of the second part, the heirs or successors and assigns of the party of the second part ~~therein~~ subject to the limitations hereinafter set forth

**ALL** that certain plot, piece or parcel of land, with the buildings and improvements thereon erected, situate, lying and being in the as described in Exhibit A attached hereto and made a part hereof (the "Property"), to the extent described and reserved in that certain Indenture, dated as of March 18, 1980 (the "Old Indenture"), between the party of the first part and The City of New York, a copy of which Old Indenture is attached hereto as Exhibit B.

\* of the party of the first part's right, title and interest in and to

The party of the second part hereby acknowledges that this conveyance is being made in accordance with and pursuant to that certain term sheet, dated as of October, 1994, between Viacom Inc. and The City of New York, and in anticipation of the closing of the transaction contemplated by such term sheet.

**EXHIBIT A TO DEED**

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, 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 1½ 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 3¼ inches to the easterly side of Eighth Avenue;

THENCE southerly, along the easterly side of Eighth Avenue, 40 feet 8½ inches to the point or place of BEGINNING. SAID PREMISES now being known as 2 Columbus Circle.

**EXHIBIT B TO DEED**

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 Estimates, 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,

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. Williams  
President

ACCEPTED:

THE CITY OF NEW YORK

By John L. Koch  
Mayor

Attest:

[Signature]  
City Clerk

Approved As To Form:

Martin E. DeLo  
Acting Corporation Counsel

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

REEL 2396 PG 0257

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 4112 PARKER, 45 PARKER AVENUE, NEW YORK, NY 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.

Patricia A. Murphy  
Notary Public

PATRICIA A.  
Notary  
No. 4111  
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

Franklin J. Haverick  
Notary Public

FRANKLIN J. HAVERICK  
Notary Public, State of New York  
No. 31-4226135  
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.

Tillie Zambros  
Notary Public

TILLIE ZAMBROS  
COMMISSIONER OF DEEDS  
CITY OF NEW YORK No. 3-411  
Certificate Filed in New York County  
Commission Expires November 1, 1981

POOR REPRODUCTION  
COPY

**TOGETHER** with all right, title and interest, if any, of the party of the first part 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 party of the first part in and to said premises,

**TO HAVE AND TO HOLD** the premises herein granted unto the party of the second part, the heirs or successors and assigns of the party of the second part forever.

COLOMBIA UNIVERSITY LIBRARY  
115th St. & 5th Ave.  
New York, N.Y. 10027  
JAN 10 1978

COLOMBIA UNIVERSITY LIBRARY  
115th St. & 5th Ave.  
New York, N.Y. 10027  
JAN 10 1978

**AND** the party of the first part covenants that the party of the first part has not done or suffered anything whereby the said premises have been incumbered in any way whatever, except as aforesaid.

**AND** the party of the first part, in compliance with Section 13 of the Lien Law, covenants that the party of the first part will receive the consideration for this conveyance and will hold the right to receive such consideration as a trust fund to be applied first for the purpose of paying the cost of the improvement and will apply the same first to the payment of the cost of the improvement before using any part of the total of the same for any other purpose.

The word "party" shall be construed as if it read "parties" whenever the sense of this indenture so requires.

**IN WITNESS WHEREOF**, the party of the first part has duly executed this deed the day and year first above written.

IN PRESENCE OF:

Viacom Foundation

By: Rudolph L. Hertlein  
Rudolph L. Hertlein  
Director

New York City Economic  
Development Corporation

By: Anita Romero  
ANITA ROMERO  
1ST EVP

STATE OF NEW YORK, COUNTY OF

On the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_, before me personally came

to me known to be the individual described in and who executed the foregoing instrument, and acknowledged that executed the same.

STATE OF NEW YORK, COUNTY OF

On the 30th day of July 1996, before me personally came Rudolph L. Hertlein to me known, who, being by me duly sworn, did depose and say that he resides at No. 33 Roosevelt Street, Glen Head, NY 11545; that he is the Director of Viacom Foundation

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.

*Rose A. Kanapes*

WALTER A. KANAPES  
Notary Public, State of New York  
No. 87-148042454  
Qualified in Queens County  
Commission Expires April 24, 1997

Bargain and Sale Deed  
WITH COVENANT AGAINST GRANTOR'S ACTS

TITLE No.

Viacom Foundation

TO

New York City Economic  
Development Corporation

RETURN TO:  
PRENTICE HALL  
REAL PROPERTY DEPT.  
P. O. BOX 1110  
ALEXANDRIA, VA 22304

REF: 044245

ATTN: D. QUICKENTON

6645  
\$.....  
REAL ESTATE  
NOV 26 1996  
TRANSFER TAX  
NEW YORK  
COUNTY

030417

STATE OF NEW YORK, COUNTY OF

On the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_, before me personally came

to me known to be the individual described in and who executed the foregoing instrument, and acknowledged that executed the same.

STATE OF NEW YORK, COUNTY OF

On the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_, before me personally came the subscribing witness to the foregoing instrument, with whom I am personally acquainted, who, being by me duly sworn, did depose and say that he resides at No. \_\_\_\_\_; that he knows

to be the individual described in and who executed the foregoing instrument; that he, said subscribing witness, was present and saw execute the same; and that he, said witness, at the same time subscribed his name as witness thereto. On the 2nd day of August 1996, before me personally came Anita Romero to me known, being duly sworn, did depose and say that she resides at 15 a Berkeley street, Brooklyn, that she is the First Exec Vice Pres of Economic Development corp and that she signed her name by order of the board of directors

*Patricia E. GoPaul*

PATRICIA E. GOPAUL  
Notary Public, State of New York  
No. 34-4876282  
Qualified in Kings County  
Commission Expires October 14, 1996

SECTION  
BLOCK 1030  
LOT 1  
COUNTY OR TOWN New York

RETURN BY MAIL TO:

New York City Economic Development Corporation  
110 William Street  
New York, New York

Zip No. 10038  
Attn: Patricia GoPaul, Esq.

RECORDED IN NEW YORK COUNTY

1996 NOV 26 A 11 32

*J. D. Brown*

REC. REF. A 8306  
DEED  
910218  
\$83.00  
R 7046

REEL 2396 PG 0259

Reserve this space for use of Recording Office.