

SUBORDINATION, NONDISTURBANCE AND ATTORNMENMENT AGREEMENT

October 14
THIS AGREEMENT is entered into as of ~~September~~ ____, 1998, by and between THE CITY OF NEW YORK, a municipal corporation ("Tenant"), and BANKERS TRUST COMPANY OF CALIFORNIA, N.A., as trustee ("Mortgagee").

W I T N E S S E T H:

A. Landlord (hereinafter defined), has issued Notes due 1998 (the "Notes") to Mortgagee.

B. The Notes are secured in part by a Mortgage, Security Agreement and Assignment of Rents, dated as of December 1, 1993 (as amended or modified, the "Mortgage"), which Mortgage is recorded at Book ____, Page ____ of the Official Records of New York County, ____, and covers certain real property which is commonly known as 7 World Trade Center in New York, New York, Block 84, Lot 36, as more fully described by metes and bound in Exhibit A hereto (the "Project").

C. Tenant has entered into a lease with 7 World Trade Company, L.P. ("Landlord"), dated as of March 25, 1998, pursuant to which Tenant will let certain premises at the Project (the "Lease").

D. Pursuant to Article 19 of the Lease, Tenant is required to enter into this Agreement, and upon execution by Trustee and Tenant, the Tenant's leasehold interest in the Project will be subordinate to the interest of the Mortgagee under the Mortgage.

NOW, THEREFORE, the parties hereto mutually agree as follows:

1. Subordination. The Lease shall be subject and subordinate in all respects to the Mortgage, and to any and all advances to be made thereunder and all renewals, modifications, consolidations, replacements and extensions thereof.

2. Nondisturbance. So long as Tenant pays all rents and other charges as specified in the Lease and is not otherwise in default beyond any applicable notice and cure or grace period of any of its obligations and covenants pursuant to the Lease, Mortgagee agrees for itself and its successors-in-interest and for any purchaser of the Project upon a foreclosure of the Mortgage, that Tenant's possession of the premises as described in the Lease and Tenant's other rights under the Lease will not be disturbed

during the term of the Lease, as said term may be extended pursuant to the terms of the Lease or said premises may be expanded as specified in the Lease, and that the successor-in-interest to the rights and obligations of the Landlord under the Lease will abide by the provisions of the Lease, notwithstanding any other provisions in the Mortgage. For purposes of this Paragraph, a foreclosure shall include a sheriff's or trustee's sale under the power of sale contained in the Mortgage and any other transfer of the Landlord's interest in the Project under peril of foreclosure, including without limitation the generality of the foregoing, an assignment or sale in lieu of foreclosure.

3. Attornment. Subject (i) to Landlord's successor-in-interest's full compliance with the conditions relating to nondisturbance as set forth in Section 2 above, and (ii) to the performance by the same of all obligations of the Landlord under the Lease with respect to obligations arising and accrued from and after the date that said successor-in-interest acquires its interest in the Project, Tenant agrees to attorn to, accept and recognize said successor-in-interest as the landlord under the Lease for the then remaining balance of the term of the Lease, and any extensions thereof as made pursuant to the Lease. Tenant agrees to execute and deliver, at any time and from time to time, upon the request of Mortgagee or the purchaser at any foreclosure sale or any other successor to Landlord, as the case may be, any reasonable instrument which may be necessary or appropriate to such successor landlord to evidence such attornment. Tenant shall upon foreclosure of the Property, upon demand of Mortgagee or any receiver or purchaser at such sale, pay to Mortgagee or purchaser, as the case may be, all rental monies or occupancy charges then due or which may thereafter become due.

4. Notwithstanding anything to the contrary contained herein or in the Lease, it is specifically understood and agreed that Mortgagee or any receiver, purchaser or successor landlord shall not be:

- a. liable for any act, omission, negligence or default or any prior landlord; provided, however, that such successor landlord shall be liable and responsible for the performance of all covenants and obligations of landlord under the Lease from and after the date that it takes title to the Project; or
- b. subject to any offsets, claims or defenses which Tenant might have against any prior landlord; or
- c. bound by any rent or additional rent that is paid to any prior landlord more than 30 days

in advance of the date on which the same is payable under the Lease.

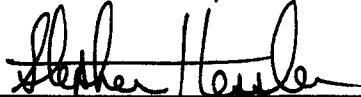
Notwithstanding the foregoing, Tenant reserves its rights to any and all claims or causes of action against such prior landlord for prior losses or damages and against the successor landlord for all losses or damages arising from and after the date that such successor landlord takes title to the Project.

5. Successors. The obligations and rights of the parties pursuant to this Agreement shall bind and inure to the benefit of the successors, assigns, heirs and legal representatives of the respective parties.

IN WITNESS WHEREOF, the parties have executed and delivered this Agreement as of the date set forth above.

**MORTGAGEE, AS TRUSTEE FOR
THE NOTEHOLDERS AND NOT IN ITS
INDIVIDUAL CAPACITY:**

BANKERS TRUST COMPANY OF
CALIFORNIA, N.A.

By: 
Name: Stephen Hessler
Title: Assistant Vice President

TENANT:

THE CITY OF NEW YORK

By: 
Name: LORI FEINSTEIN
Title: DEPUTY COMMISSIONER

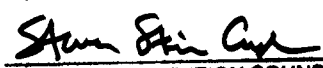
APPROVED AS TO FORM

ACTING CORPORATION COUNSEL
JDC SEP 15 1998

EXHIBIT A

DESCRIPTION OF PERIMETER OF AREAS OWNED IN FEE BY PORT AUTHORITY OF NEW YORK AND NEW JERSEY

ALL THAT CERTAIN PLOT, PIECE OR PARCEL OF LAND, SITUATE, LYING AND BEING IN THE BOROUGH OF MANHATTAN, CITY OF NEW YORK, COUNTY OF NEW YORK, STATE OF NEW YORK, BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT THE CORNER FORMED BY THE INTERSECTION OF THE SOUTHERLY LINE OF BARCLAY STREET WITH THE WESTERLY LINE OF WEST BROADWAY;

1. RUNNING THENCE SOUTHERLY ALONG THE WESTERLY LINE OF WEST BROADWAY, 33.54 FEET TO AN ANGLE POINT THEREIN;

2. THENCE EASTERLY STILL ALONG THE LINE OF WEST BROADWAY FORMING AN ANGLE OF 77 DEGREES 53 MINUTES 19 SECONDS ON ITS NORTHERLY SIDE WITH THE PRECEDING COURSE, 7.16 FEET TO AN ANGLE POINT THEREIN;

3. THENCE SOUTHERLY STILL ALONG THE WESTERLY LINE OF WEST BROADWAY FORMING AN ANGLE OF 77 DEGREES 53 MINUTES 19 SECONDS ON ITS WESTERLY SIDE WITH THE PRECEDING COURSE, 148.21 FEET TO THE CORNER FORMED BY THE INTERSECTION OF THE NORTHERLY LINE OF VESEY STREET WITH THE WESTERLY LINE OF WEST BROADWAY;

4. THENCE WESTERLY ALONG THE NORTHERLY LINE OF VESEY STREET, 7.16 FEET TO AN ANGLE POINT THEREIN;

5. THENCE SOUTHERLY ALONG THE LINE OF VESEY STREET, FORMING AN ANGLE OF 102 DEGREES 06 MINUTES 41 SECONDS ON ITS EASTERLY SIDE WITH THE NORTHERLY LINE OF VESEY STREET, 1.79 FEET TO AN ANGLE POINT THEREIN;

6. THENCE WESTERLY ALONG THE NORTHERLY LINE OF VESEY STREET, FORMING AN ANGLE OF 102 DEGREES 24 MINUTES 10 SECONDS ON ITS NORTHERLY SIDE WITH THE PRECEDING COURSE, 10.72 FEET TO AN ANGLE POINT THEREIN;

7. THENCE WESTERLY STILL ALONG THE NORTHERLY LINE OF VESEY STREET, FORMING AN ANGLE OF 179 DEGREES 12 MINUTES 52 SECONDS ON ITS NORTHERLY SIDE WITH THE PRECEDING COURSE, 67.86 FEET TO AN ANGLE POINT THEREIN;

8. THENCE WESTERLY STILL ALONG THE NORTHERLY LINE OF VESEY STREET FORMING AN ANGLE OF 179 DEGREES 46 MINUTES 18 SECONDS ON ITS NORTHERLY SIDE WITH THE PRECEDING COURSE, 96.74 FEET;

9. THENCE WESTERLY STILL ALONG THE NORTHERLY LINE OF VESEY STREET FORMING AN ANGLE OF 180 DEGREES 43 MINUTES 21 SECONDS ON ITS NORTHERLY SIDE WITH THE PRECEDING COURSE, 63.99 FEET TO THE CORNER FORMED BY THE INTERSECTION OF THE EASTERLY LINE OF WASHINGTON STREET WITH THE NORTHERLY LINE OF VESEY STREET;

10. THENCE NORTHERLY ALONG THE EASTERLY LINE OF WASHINGTON STREET, 188.57 FEET TO THE CORNER FORMED BY THE INTERSECTION OF THE SOUTHERLY

LINE OF BARCLAY STREET WITH THE EASTERLY LINE OF WASHINGTON STREET:

11. THENCE EASTERLY ALONG THE SOUTHERLY LINE OF BARCLAY STREET, 161.04 FEET TO AN ANGLE POINT THEREIN;

12. THENCE EASTERLY STILL ALONG THE SOUTHERLY LINE OF BARCLAY STREET, FORMING AN ANGLE OF 180 DEGREES 01 MINUTES 41 SECONDS ON ITS SOUTHERLY SIDE WITH THE PRECEDING COURSE, 67.81 FEET TO AN ANGLE POINT THEREIN;

13. THENCE EASTERLY STILL ALONG THE SOUTHERLY LINE OF BARCLAY STREET FORMING AN ANGLE OF 179 DEGREES 57 MINUTES 49 SECONDS ON ITS SOUTHERLY SIDE WITH THE PRECEDING COURSE, 112.04 FEET TO THE POINT OR PLACE OF BEGINNING.

BEARINGS ARE IN THE SYSTEM USED ON THE BOROUGH SURVEY, BOROUGH PRESIDENT'S OFFICE, MANHATTAN.

NOTE: PROPERTY LINES HEREIN ARE IN ACCORDANCE WITH ACQUISITION MAP OF REAL PROPERTY ACQUIRED FOR NO. 7 WORLD TRADE CENTER IN BOROUGH OF MANHATTAN, CITY, COUNTY AND STATE OF NEW YORK DATED OCTOBER 11, 1983.

EXCLUSION FROM FEE AREA

RIGHTS IN ELECTRICAL SUB-STATION AREA

EXCEPTING THEREFROM THE FOLLOWING DESCRIBED PREMISES ALREADY LEASED TO CON EDISON BY THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY AS MORE PARTICULARLY BOUNDED AND DESCRIBED AS FOLLOWS:

ALL THAT PORTION OF THE BELOW DESCRIBED PARCEL LYING BELOW A HORIZONTAL PLANE DRAWN AT ELEVATION 34.90 FEET BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT, SAID POINT BEING 123.12 FEET SOUTH OF THE CORNER FORMED BY THE INTERSECTION OF THE SOUTHERLY LINE OF BARCLAY STREET WITH THE EASTERLY LINE OF WASHINGTON STREET AS MEASURED ALONG THE EASTERLY LINE OF WASHINGTON STREET, AND 36.27 FEET EAST OF THE EASTERLY LINE OF WASHINGTON STREET AS MEASURED ALONG A LINE FORMING AN ANGLE OF 89 DEGREES 50 MINUTES 46 SECONDS ON ITS NORTHERLY SIDE WITH THE EASTERLY LINE OF WASHINGTON STREET;

1. RUNNING THENCE NORTHERLY ALONG A LINE FORMING AN ANGLE OF 71 DEGREES 40 MINUTES 46 SECONDS ON EASTERLY SIDE WITH THE PRECEDING COURSE, 63.55 FEET;

2. THENCE EASTERLY ALONG A LINE PERPENDICULAR TO THE PRECEDING COURSE. 206.25 FEET;

3. THENCE SOUTHERLY ALONG A LINE FORMING AN ANGLE OF 76 DEGREES 24 MINUTES 30 SECONDS ON ITS WESTERLY SIDE WITH THE PRECEDING COURSE,

107.30 FEET;

4. THENCE WESTERLY ALONG A LINE FORMING AN ANGLE OF 102 DEGREES 16 MINUTES 18 SECONDS ON ITS NORTHERLY SIDE WITH THE PRECEDING COURSE, 41.79 FEET;

5. THENCE NORTHERLY ALONG A LINE FORMING AN ANGLE OF 89 DEGREES 58 MINUTES 45 SECONDS ON ITS EASTERLY SIDE WITH THE PRECEDING COURSE, 50.75 FEET;

6. THENCE WESTERLY ALONG A LINE FORMING AN ANGLE OF 90 DEGREES 05 MINUTES 24 SECONDS ON ITS SOUTHERLY SIDE WITH THE PRECEDING COURSE, 102.08 FEET;

7. THENCE SOUTHERLY ALONG A LINE FORMING AN ANGLE OF 89 DEGREES 56 MINUTES 38 SECONDS ON ITS EASTERLY SIDE WITH THE PRECEDING COURSE, 7.58 FEET;

8. THENCE WESTERLY ALONG A LINE FORMING AN ANGLE OF 90 DEGREES 01 MINUTES 48 SECONDS ON ITS NORTHERLY SIDE WITH THE PRECEDING COURSE, 18.98 FEET;

9. THENCE STILL WESTERLY ALONG A LINE FORMING AN ANGLE OF 160 DEGREES 20 MINUTES 05 SECONDS ON ITS SOUTHERLY SIDE WITH PRECEDING COURSE, 20.27 FEET TO THE POINT OR PLACE OF BEGINNING.

EXCLUDING THAT VOLUME OF SPACE THEREIN NECESSARY FOR SUPPORT AND FOUNDATIONS TO SUPPORT THE BUILDING.

ELEVATIONS ARE ACTUAL AND REFER TO DATUM USED BY THE TOPOGRAPHICAL BUREAU, BOROUGH OF MANHATTAN, WHICH IS 2.75 FEET ABOVE NATIONAL GEODETIC SURVEY VERTICAL DATUM OF 1929 (UNITED STATE COSTS AND GEODETIC SURVEY DATUM) MEAN SEA LEVEL, SANDHOOK, NEW JERSEY.

BEARINGS ARE IN THE SYSTEM USED ON THE BOROUGH SURVEY, BOROUGH PRESIDENT'S OFFICE, MANHATTAN.

EXCLUSION FROM FEE AREA

RIGHTS IN ELECTRICAL SUB-STATION VAULT AREA

ALSO EXCEPTING THEREFROM THE FOLLOWING DESCRIBED PREMISES ALREADY LEASED TO CON EDISON BY THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY, AS MORE PARTICULARLY BOUNDED AND DESCRIBED AS FOLLOWS:

ALL THAT PORTION OF THE BELOW DESCRIBED PARCEL LYING BELOW A HORIZONTAL PLANE DRAWN AT ELEVATION 54.90, BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT THE CORNER FORMED BY THE INTERSECTION OF THE EASTERLY LI

OF WASHINGTON STREET WITH THE SOUTHERLY LINE OF BARCLAY STREET:

- 1. RUNNING THENCE EASTERLY, ALONG THE SOUTHERLY LINE OF BARCLAY STREET, 161.04 FEET TO AN ANGLE POINT THEREIN;**
- 2. THENCE EASTERLY STILL ALONG THE SOUTHERLY LINE OF BARCLAY STREET, FORMING AN ANGLE OF 180 DEGREES 01 MINUTES 41 SECONDS ON ITS SOUTHERLY SIDE WITH THE PRECEDING COURSE, 67.81 FEET TO AN ANGLE POINT THEREIN;**
- 3. THENCE EASTERLY STILL ALONG THE SOUTHERLY LINE OF BARCLAY STREET, FORMING ANGLE OF 179 DEGREES 57 MINUTES 49 SECONDS ON ITS SOUTHERLY SIDE WITH THE PRECEDING COURSE, 50.95 FEET;**
- 4. THENCE SOUTHERLY ALONG THE ARC OF A CIRCLE CURVING TO THE RIGHT WHOSE RADIAL LINE FORMS AN ANGLE OF 26 DEGREES 33 MINUTES 11 SECONDS ON ITS NORTHERLY SIDE WITH THE PRECEDING COURSE, HAVING A RADIUS OF 34.83 FEET AND A CENTRAL ANGLE OF 38 DEGREES 31 SECONDS, 23.56 FEET TO A POINT OF TANGENCY;**
- 5. THENCE SOUTHERLY ALONG LINE TANGENT TO THE PRECEDING COURSE, 12.69 FEET;**
- 6. THENCE WESTERLY ALONG A LINE FORMING AN ANGLE OF 103 DEGREES 35 MINUTES 30 SECONDS ON ITS NORTHERLY SIDE WITH THE PRECEDING COURSE, 206.25 FEET;**
- 7. THENCE SOUTHERLY ALONG A LINE PERPENDICULAR TO THE PRECEDING COURSE, 63.55 FEET;**
- 8. THENCE WESTERLY ALONG A LINE FORMING AN ANGLE OF 108 DEGREES 19 MINUTES 14 SECONDS ON ITS NORTHERLY SIDE WITH THE PRECEDING COURSE, 35.27 FEET TO A POINT IN THE EASTERLY LINE OF WASHINGTON STREET;**
- 9. THENCE NORTHERLY ALONG THE EASTERLY LINE OF WASHINGTON STREET, 123.12 FEET TO THE POINT OR PLACE OF BEGINNING.**

EXCLUDING THAT VOLUME OF SPACE THEREIN NECESSARY FOR SUPPORTS AND FOUNDATIONS TO SUPPORT THE BUILDING.

ELEVATIONS ARE ACTUAL AND REFER TO DATUM USED BY THE TOPOGRAPHICAL BUREAU, BOROUGH OF MANHATTAN, WHICH IS 2.75 FEET ABOVE NATIONAL GEODETIC SURVEY VERTICAL DATUM OF 1929 (UNITED STATES COAST AND GEODETIC SURVEY DATUM) MEAN SEA LEVEL, SANDY HOOK, NEW JERSEY.

BEARINGS ARE IN THE SYSTEM USED ON THE BOROUGH SURVEY, BOROUGH PRESIDENT'S OFFICE, MANHATTAN.

EXCLUSION FROM FEE AREA

FURTHER EXCEPTING THEREFROM THAT VOLUME OF THE BELOW DESCRIBED PARCEL LYING BETWEEN A LOWER INCLINED PLANE DRAWN AT ELEVATION 9.5 AT ITS SOUTHERLY END TO ELEVATION 11.0 AT ITS NORTHERLY END AND AN UPPER INCLINED PLANE DRAWN AT ELEVATION 29.5 AT ITS SOUTHERLY END TO ELEVATION 31.0 FEET AT ITS NORTHERLY END FOR PUBLIC PEDESTRIAN PASSAGE PROVIDED THAT SUCH EXCLUDED VOLUME OF SPACE DOES NOT INCLUDE THOSE VOLUMES OF SPACE THEREIN, NECESSARY FOR COLUMNS, TRUSSES AND FOUNDATIONS TO SUPPORT THE BUILDING OVERHEAD.

PUBLIC PEDESTRIAN PASSAGE ALONG WEST BROADWAY

BEGINNING AT THE CORNER FORMED BY THE INTERSECTION OF THE NORTHERLY LINE OF VESEY STREET WITH THE WESTERLY LINE OF WEST BROADWAY;

1. RUNNING THENCE NORTH 88 DEGREES 37 MINUTES 31 SECONDS WEST, ALONG THE NORTHERLY LINE OF VESEY STREET, 7.16 FEET;
2. THENCE NORTH 13 DEGREES 29 MINUTES 10 SECONDS EAST, PARALLEL WITH THE WESTERLY LINE OF WEST BROADWAY, 148.21 FEET TO A POINT IN THE LINE OF WEST BROADWAY.
3. THENCE SOUTH 88 DEGREES 37 MINUTES 31 SECONDS EAST, ALONG THE LINE OF WEST BROADWAY, 7.16 FEET TO AN ANGLE POINT THEREIN;
4. THENCE SOUTH 13 DEGREES 29 MINUTES 10 SECONDS WEST, ALONG THE WESTERLY LINE OF WEST BROADWAY, 148.21 FEET TO THE POINT OR PLACE OF BEGINNING.

ELEVATIONS ARE ACTUAL AND REFER TO DATUM USED BY THE TOPOGRAPHICAL BUREAU, BOROUGH OF MANHATTAN, WHICH IS 2.75 FEET ABOVE NATIONAL GEODETIC SURVEY VERTICAL DATUM OF 1929 (UNITED STATES COAST AND GEODETIC SURVEY DATUM) MEAN SEA LEVEL, SANDY HOOK, NEW JERSEY.

BEARINGS ARE IN THE SYSTEM USED ON THE BOROUGH SURVEY, BOROUGH PRESIDENT'S OFFICE, MANHATTAN.

EXCLUSION FROM FEE AREA

TRUCK RAMP AREA

FURTHER EXCEPTING THEREFROM ALL THAT PORTION OF THE BELOW DESCRIBED PARCEL OF LYING BELOW AN INCLINED PLANE DRAWN AT ELEVATION 3.00 AT ITS SOUTHERLY END TO ELEVATION 21.00 AT ITS NORTHERLY END BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT IN THE SOUTHERLY LINE OF BARCLAY STREET DISTANT 2.89 FEET WESTERLY FROM THE CORNER FORMED BY THE INTERSECTION OF THE WESTERLY LINE OF WEST BROADWAY WITH THE SOUTHERLY LINE OF BARCLAY STREET;

1. RUNNING THENCE SOUTHERLY ALONG A LINE FORMING AN ANGLE OF 77 DEGREES 58 MINUTES 16 SECONDS ON ITS WESTERLY SIDE WITH THE SOUTHERLY LINE OF BARCLAY STREET, 183.50 FEET TO A POINT IN THE NORTHERLY LINE OF VESEY STREET.
2. THENCE WESTERLY ALONG THE NORTHERLY LINE OF VESEY STREET, 8.06 FEET TO AN ANGLE POINT THEREIN;
3. THENCE WESTERLY STILL ALONG THE NORTHERLY LINE OF VESEY STREET, FORMING AN ANGLE OF 179 DEGREES 12 MINUTES 52 SECONDS ON ITS NORTHERLY SIDE WITH THE PRECEDING COURSE, 42.80 FEET;
4. THENCE NORTHERLY FORMING AN ANGLE OF 78 DEGREES 16 MINUTES 38 SECONDS ON ITS EASTERLY SIDE WITH THE PRECEDING COURSE, 159.84 FEET TO A POINT OF CURVATURE;
5. THENCE STILL NORTHERLY ALONG THE ARC OF A CIRCLE CURVING TO THE LEFT HAVING A RADIUS OF 34.83 FEET AND A CENTRAL ANGLE OF 38 DEGREES 45 MINUTES 31 SECONDS, 23.56 FEET TO A POINT IN THE SOUTHERLY LINE OF BARCLAY STREET;
6. THENCE EASTERLY ALONG THE SOUTHERLY LINE OF BARCLAY STREET, 58.20 FEET TO THE POINT OR PLACE OF BEGINNING.

ELEVATIONS ARE ACTUAL AND REFER TO DATUM USED BY THE TOPOGRAPHICAL BUREAU, BOROUGH OF MANHATTAN, WHICH IS 2.75 FEET ABOVE NATIONAL GEODETIC SURVEY VERTICAL DATUM OF 1929 (UNITED STATES COAST AND GEODETIC SURVEY DATUM) MEAN SEA LEVEL, SANDY HOOK, NEW JERSEY.

BEARINGS ARE IN THE SYSTEM USED ON THE BOROUGH SURVEY, BOROUGH PRESIDENT'S OFFICE, MANHATTAN.

BENEFIT EASEMENT
VESEY STREET DECK AREA
DAMAGE PARCEL NO. 1

ALL THAT PORTION OF THE BELOW DESCRIBED PARCEL LYING BETWEEN AN INCLINED LOWER PLANE DRAWN AT ELEVATION 26.50 AT ITS EASTERLY END TO ELEVATION 23.00 AT ITS WESTERLY END AND A HORIZONTAL UPPER PLANE DRAWN AT ELEVATION 81.90, BOUNDED AND DESCRIBED AS FOLLOWS:

BEGINNING AT THE CORNER FORMED BY THE INTERSECTION OF THE WESTERLY LINE OF WEST BROADWAY WITH THE NORTHERLY LINE OF VESEY STREET;

1. RUNNING THENCE DUE SOUTH, 105.43 FEET TO THE SOUTHERLY LINE OF VESEY STREET;
2. THENCE NORTH 65 FEET 17 MINUTES 13 SECONDS WEST, ALONG THE SOUTHERLY LINE OF VESEY STREET, 34.02 FEET TO AN ANGLE POINT THEREIN;

3. THENCE DUE WEST STILL ALONG THE SOUTHERLY LINE OF VESEY STREET, 226.48 FEET;

4. THENCE DUE NORTH, 97.39 FEET TO A POINT IN THE WESTERLY PROLONGATION OF THE NORTHERLY LINE OF VESEY STREET;

5. THENCE SOUTH 88 DEGREES 37 MINUTES 31 SECONDS EAST, PARTLY ALONG THE WESTERLY PROLONGATION OF THE NORTHERLY LINE OF VESEY STREET AND PARTLY ALONG THE NORTHERLY LINE OF VESEY STREET, 74.60 FEET TO ANGLE POINT THEREIN;

6. THENCE SOUTH 87 DEGREES 64 MINUTES 10 SECONDS EAST, STILL ALONG THE NORTHERLY LINE OF VESEY STREET, 96.74 FEET TO AN ANGLE POINT THEREIN;

7. THENCE SOUTH 88 DEGREES 07 MINUTES 52 SECONDS EAST, STILL ALONG THE NORTHERLY LINE OF VESEY STREET, 67.86 FEET TO AN ANGLE POINT THEREIN;

8. THENCE SOUTH 88 DEGREES 55 MINUTES 00 SECONDS EAST, STILL ALONG THE NORTHERLY LINE OF VESEY STREET, 10.72 FEET TO AN ANGLE POINT THEREIN;

9. THENCE NORTH 13 DEGREES 29 MINUTES 10 SECONDS EAST, STILL ALONG THE LINE OF VESEY STREET, 1.79 FEET TO AN ANGLE POINT THEREIN;

10. THENCE SOUTH 88 DEGREES 37 MINUTES 31 SECONDS EAST, STILL ALONG THE SOUTHERLY LINE OF VESEY STREET, 7.16 FEET TO THE POINT OR PLACE OF BEGINNING.

TOGETHER WITH ALL THOSE VOLUMES OF SPACE WITHIN THE ABOVE DESCRIBED MARGINAL BOUNDRIES AND EXTENDING DOWNWARD FROM THE LOWER LIMITING HORIZONTAL PLANE OF THE ABOVE DESCRIBED VOLUME OF SPACE NECESSARY FOR THE SUPPORTING COLUMNS AND FOUNDATIONS OF A DECK WHICH IS TO BE CONSTRUCTED WITHIN THE AFORESAID VOLUME OF SPACE.

ELEVATIONS ARE ACTUAL AND REFER TO DATUM USED BY THE TOPOGRAPHICAL BUREAU, BOROUGH OF MANHATTAN, WHICH IS 2.75 FEET ABOVE NATIONAL GEODETIC SURVEY VERTICAL DATUM OF 1929 (UNITED STATES COAST AND GEODETIC SURVEY DATUM) MEAN SEA LEVEL, SANDY HOOK, NEW JERSEY.

BEARINGS ARE IN THE SYSTEM USED ON THE BOROUGH SURVEY, BOROUGH PRESIDENT'S OFFICE, MANHATTAN.

BENEFIT EASEMENT WASHINGTON STREET AREA DAMAGE PARCEL NO. 2

BEGINNING AT THE CORNER FORMED BY THE INTERSECTION OF THE EASTERLY LINE OF WASHINGTON STREET WITH THE NORTHERLY LINE OF VESEY STREET;

1. RUNNING THENCE NORTH 88 DEGREES 37 MINUTES 31 SECONDS WEST, ALONG

THE WESTERLY PROLONGATION OF THE NORTHERLY LINE OF VESEY STREET, 10.61 FEET;

2. THENCE NORTH 18 DEGREES 10 MINUTES 00 SECONDS WEST, PARALLEL WITH THE EASTERLY LINE OF WASHINGTON STREET, 188.57 FEET;

3. THENCE SOUTH 88 DEGREES 37 MINUTES 20 SECONDS EAST, ALONG THE WESTERLY PROLONGATION OF THE SOUTHERLY LINE OF BARCLAY STREET, 10.61 FEET TO THE INTERSECTION OF THE EASTERLY LINE OF WASHINGTON STREET WITH THE SOUTHERLY LINE OF BARCLAY STREET.;

4. THENCE SOUTH 18 DEGREES 10 MINUTES 00 SECONDS WEST, ALONG THE EASTERLY LINE OF WASHINGTON STREET, 188.57 FEET TO THE POINT OR PLACE OF BEGINNING.

EXCLUDING THAT VOLUME OF THE ABOVE DESCRIBED PARCEL LYING BETWEEN A LOWER HORIZONTAL PLANE DRAWN AT ELEVATION 5.40 AND AN UPPER HORIZONTAL PLANE DRAWN AT ELEVATION 25.40 FOR PUBLIC PEDESTRIAN PASSAGE PROVIDED THAT SUCH EXCLUDED VOLUME OF SPACE DOES NOT INCLUDE THOSE VOLUMES OF SPACE THEREIN, NECESSARY FOR COLUMNS, TRUSSES AND FOUNDATIONS TO SUPPORT THE PROPOSED PEDESTRIAN BRIDGE OVERHEAD.

BENEFIT EASEMENT
WASHINGTON STREET AREA
DAMAGE PARCEL NO. 2

ELEVATIONS ARE ACTUAL AND REFER TO DATUM USED BY THE TOPOGRAPHICAL BUREAU, BOROUGH OF MANHATTAN, WHICH IS 2.75 FEET ABOVE NATIONAL GEODETIC SURVEY VERTICAL DATUM OF 1929 (UNITED STATES COAST AND GEODETIC SURVEY DATUM) MEAN SEA LEVEL, SANDY HOOK, NEW JERSEY.

BEARINGS ARE IN THE SYSTEM USED ON THE BOROUGH SURVEY, BOROUGH PRESIDENT'S OFFICE, MANHATTAN.

BENEFIT EASEMENT AT CORNER OF WASHINGTON AND BARCLAY STREETS
DAMAGE PARCEL NO. 3

BEGINNING AT THE CORNER FORMED BY THE INTERSECTION OF THE EASTERLY LINE OF WASHINGTON STREET WITH THE SOUTHERLY LINE OF BARCLAY STREET:

1. RUNNING THENCE NORTH 88 DEGREES 37 MINUTES 20 SECONDS WEST, ALONG THE WESTERLY PROLONGATION OF THE SOUTHERLY LINE OF BARCLAY STREET, 10.61 FEET;

2. THENCE NORTH 43 DEGREES 37 MINUTES 20 SECONDS WEST, 20.98 FEET;

3. THENCE SOUTH 88 DEGREES 37 MINUTES 20 SECONDS EAST, 46.64 FEET;
4. THENCE SOUTH 46 DEGREES 22 MINUTES 40 SECONDS WEST, 20.98 FEET, TO A POINT IN THE SOUTHERLY LINE OF BARCLAY STREET;
5. THENCE NORTH 88 DEGREES 37 MINUTES 20 SECONDS WEST, ALONG THE SOUTHERLY LINE OF BARCLAY STREET, 6.37 FEET TO THE POINT OR PLACE OF BEGINNING.

EXCLUDING THAT VOLUME OF THE ABOVE DESCRIBED PARCEL LYING BETWEEN A LOWER HORIZONTAL PLANE DRAWN AT ELEVATION 5.40 AND UPPER HORIZONTAL PLANE DRAWN AT ELEVATION 25.40 FOR PUBLIC PEDESTRIAN PASSAGE PROVIDED THAT SUCH EXCLUDED VOLUME OF SPACE DOES NOT INCLUDE THOSE VOLUMES OF SPACE THEREIN, NECESSARY FOR COLUMNS, TRUSSES AND FOUNDATIONS TO SUPPORT THE PROPOSED PEDESTRIAN BRIDGE OVERHEAD.

ELEVATIONS ARE ACTUAL AND REFER TO DATUM USED BY THE TOPOGRAPHICAL BUREAU, BOROUGH OF MANHATTAN, WHICH IS 2.75 FEET ABOVE NATIONAL GEODETIC SURVEY VERTICAL DATUM OF 1929 (UNITED STATES COAST AND GEODETIC SURVEY DATUM) MEAN SEA LEVEL, SANDY HOOK, NEW JERSEY.

BEARINGS ARE IN THE SYSTEM USED ON THE BOROUGH SURVEY, BOROUGH PRESIDENT'S OFFICE, MANHATTAN.

BURDEN EASEMENT

FOR PUBLIC PEDESTRIAN PASSAGE ACROSS VESEY STREET DECK. FIFTEEN FEET IN WIDTH.

VESEY STREET DECK AREA
(EASEMENT AREA NO. 1)

BEGINNING AT THE CORNER FORMED BY THE INTERSECTION OF THE WESTERLY LINE OF WEST BROADWAY AND THE NORTHERLY LINE OF VESEY STREET:

1. RUNNING THENCE SOUTHERLY ALONG A LINE FORMING AN ANGLE OF 91 DEGREES 22 MINUTES 29 SECONDS ON ITS WESTERLY SIDE WITH NORTHERLY LINE OF VESEY STREET, 105.43 FEET TO THE SOUTHERLY LINE OF VESEY STREET;
2. THENCE WESTERLY ALONG THE SOUTHERLY LINE OF VESEY STREET, 34.02 FEET TO AN ANGLE POINT THEREIN.
3. THENCE WESTERLY STILL ALONG THE SOUTHERLY LINE OF VESEY STREET FORMING AN ANGLE OF 204 DEGREES 42 MINUTES 47 SECONDS ON ITS NORTHERLY SIDE WITH THE PRECEDING COURSE, 92.12 FEET;
4. THENCE NORTHERLY ALONG A LINE FORMING AN ANGLE OF 88 DEGREES 37 MINUTES 31 SECONDS ON ITS EASTERLY WITH THE PRECEDING COURSE, 109.13 FEET;

5. THENCE EASTERLY ALONG A LINE PERPENDICULAR TO THE PRECEDING COURSE, 116.86 FEET;

6. THENCE SOUTHERLY ALONG A LINE FORMING AN ANGLE OF 77 DEGREES 53 MINUTES 19 SECONDS ON ITS WESTERLY SIDE WITH THE PRECEDING COURSE, 15.34 FEET;

7. THENCE EASTERLY ALONG THE NORTHERLY LINE OF VESEY STREET, 7.16 FEET TO THE POINT OR PLACE OF BEGINNING.

SUBJECT TO EXACT PLACEMENT AS A RESULT OF FURTHER ARCHITECTURAL DESIGN, THE PORT AUTHORITY OF NEW YORK AND NEW JERSEY AGREES TO GRANT WITIN THIS GENERAL AREA AN EASEMENT FOR PUBLIC PEDESTRIAN PASSAGE TO THE CITY, SUCH EASEMENT TO HAVE WIDTH OF 15 FEET AFFORDING CONTIGUOUS PASSAGE FROM THE PEDESTIRAN PASSAGE EASEMENT AREA (EASEMENT AREA 2) TO THE WORLD TRADE CENTER PLAZA IN THE VICINITY OF WORLD TRADE CENTER BUILDINGS 5 AND 6.

BEARINGS ARE IN THE SYSTEM USED ON THE BOROUGH SURVEY, BOROUGH PRESIDENT'S OFFICE, MANHATTAN.

BURDEN EASEMENT

FOR PUBLIC PEDESTRIAN PASSAGE AT PLAZA LEVEL.
STRIPS ALONG WASHINGTON STREET AND VESEY STREET
(EASEMENT AREA NO. 2)

BEGINNING AT A POINT IN THE SOUTHERLY LINE OF BARCLAY STREET DISTANT 6.37 FEET EASTERLY FROM THE CORNER FORMED BY THE INTERSECTION OF THE EASTERLY LINE OF WASHINGTON STREET WITH THE SOUTHERLY LINE OF BARCLAY:

1. RUNNING THENCE SOUTHERLY PARALLEL WITH THE EASTERLY LINE OF WASHINGTON STREET, 172.65 FEET;

2. THENCE EASTERLY ALONG A LINE FORMING AN ANGLE OF 109 DEGREES 32 MINUTES 29 SECONDS ON ITS NORTHERLY SIDE WITH THE PRECEDING COURSE, 125.00 FEET;

3. THENCE SOUTHERLY PERPENDICULAR TO THE PRECEDING COURSE, 15.00 FEET;

4. THENCE WESTERLY PERPENDICULAR TO THE PRECEDING COURSE AND PARTLY ALONG THE NORTHERLY LINE OF VESEY STREET, 135.59 FEET;

5. THENCE NORTHERLY PARALLEL WITH THE EASTERLY LINE OF WASHINGTON STREET, 188.57 FEET TO A POINT IN THE WESTERLY PROLONGATION OF THE SOUTHERLY LINE OF BARCLAY STREET;

6. THENCE EASTERLY PARTLY ALONG THE WESTERLY PROLONGATION OF THE SOUTHERLY LINE OF BARCLAY STREET AND PARTLY ALONG THE SOUTHERLY LINE OF BARCLAY STREET, 15.92 FEET TO THE POINT OR PLACE OF BEGINNING.

BEARINGS ARE IN THE SYSTEM USED ON THE BOROUGH SURVEY, BOROUGH
PRESIDENT'S OFFICE, MANHATTAN.

BURDEN EASEMENT
(EASEMENT AREA NO. 3)

FOR LANDING OF PEDESTRIAN BRIDGE FROM IRVING TRUST BUILDING CROSSING
BARCLAY STREET AND OVER SUCH BRIDGE LANDING FOR PUBLIC PEDESTRIAN
PASSAGE AT PLAZA LEVEL.

AREA AT CORNER OF WASHINGTON AND BARCLAY STREETS

BEGINNING AT THE CORNER FORMED BY THE INTERSECTION OF THE EASTERLY LINE
OF WASHINGTON STREET WITH THE SOUTHERLY LINE OF BARCLAY STREET;

1. RUNNING THENCE NORTH 88 DEGREES 37 MINUTES 20 SECONDS WEST, ALONG
THE WESTERLY PROLONGATION OF THE SOUTHERLY LINE OF BARCLAY STREET,
10.61 FEET;
2. THENCE NORTH 43 DEGREES 37 MINUTES 20 SECONDS WEST, 20.98 FEET;
3. THENCE SOUTH 88 DEGREES 37 MINUTES 20 SECONDS EAST, 46.64 FEET;
4. THENCE SOUTH 46 DEGREES 22 MINUTES 40 SECONDS WEST, 20.98 FEET, TO A
POINT IN THE SOUTHERLY LINE OF BARCLAY STREET;
5. THENCE NORTH 88 DEGREES 37 MINUTES 20 SECONDS WEST, ALONG THE
SOUTHERLY LINE OF BARCLAY STREET, 6.37 FEET TO THE POINT OR PLACE OF
BEGINNING.

BEARINGS ARE IN THE SYSTEM USED ON THE BOROUGH SURVEY, BOROUGH
PRESIDENT'S OFFICE, MANHATTAN.

BURDEN EASEMENT

FOR PUBLIC PEDESTRIAN PASSAGE AT STREET LEVEL.

EASEMENT AREA NO. 4

BEGINNING AT A POINT IN THE NORTHERLY LINE OF VESEY STREET DISTANT 7.16
FEET WESTERLY FROM THE CORNER FORMED BY THE INTERSECTION OF THE
WESTERLY LINE OF WEST BROADWAY WITH THE NORTHERLY LINE OF VESEY STREET:

1. RUNNING THENCE SOUTHERLY ALONG THE LINE OF VESEY STREET, FORMING AN
ANGLE OF 102 DEGREES 06 MINUTES 41 SECONDS ON ITS EASTERLY SIDE WITH
THE SOUTHERLY LINE OF VESEY STREET, 1.79 FEET TO AN ANGLE POINT
THEREIN;

2. THENCE WESTERLY ALONG THE NORTHERLY LINE OF VESEY STREET, FORMING AN ANGLE OF 102 DEGREES 24 MINUTES 10 SECONDS ON ITS NORTHERLY SIDE WITH THE PRECEDING COURSE, 10.72 FEET TO AN ANGLE POINT THEREIN;

3. THENCE WESTERLY STILL ALONG THE NORTHERLY LINE OF VESEY STREET, FORMING AN ANGLE OF 179 DEGREES 12 MINUTES 52 SECONDS ON ITS NORTHERLY SIDE WITH THE PRECEDING COURSE, 67.86 FEET TO AN ANGLE POINT THEREIN;

4. THENCE WESTERLY STILL ALONG THE NORTHERLY LINE OF VESEY STREET FORMING AN ANGLE OF 179 DEGREES 46 MINUTES 18 SECONDS ON ITS NORTHERLY SIDE WITH THE PRECEDING COURSE, 96.74 FEET;

5. THENCE EASTERLY ALONG A LINE FORMING AN ANGLE OF 0 DEGREES 43 MINUTES 21 SECONDS ON ITS SOUTHERLY SIDE WITH THE PRECEDING COURSE, 176.69 FEET TO THE POINT OR PLACE OF BEGINNING.

BEARINGS ARE IN THE SYSTEM USED ON THE BOROUGH SURVEY, BOROUGH PRESIDENT'S OFFICE, MANHATTAN.

(END)