



DEPARTMENT OF CITYWIDE ADMINISTRATIVE SERVICES
DIVISION OF REAL ESTATE SERVICES

Chloro

BUREAU OF LEASING AND SPACE DESIGN
 MUNICIPAL BUILDING, 20th Floor - Room 2000N
 NEW YORK, N.Y. 10007
 (212) 669-2620

WILLIAM J. DIAMOND
Commissioner

LORI FIERSTEIN
Deputy Commissioner

JEFFREY R. KONDRAT
Assistant Commissioner

June 23, 1997

Ms. Catherine T. Giliberti
 Senior Vice President
 Silverstein Properties
 120 Broadway
 New York, NY 10271

RE: 7 World Trade Center

Dear Ms. Giliberti:

As we discussed last week, this letter confirms the appointment of CB Commercial Real Estate Group, Inc., (hereinafter, the "Tenant Representative") as sole and exclusive tenant representative for the City of New York regarding lease negotiations for space at 7 World Trade Center for the Mayor's Office of Emergency Management, in accordance with all of the terms and conditions of a certain Contract for Tenant Representative Services by and between Tenant Representative and the City of New York (the "City"), dated as of October 25, 1995 (the "Contract").

The Tenant Representative will undertake a thorough evaluation of all market alternatives and will advise us of their findings and perform such other leasehold acquisition services as are set forth in the Contract.

The Tenant Representative is authorized to negotiate on our behalf for such alternatives but shall make no commitment without the prior written approval of the City. We in no way authorize the Tenant Representative to incur any expenses on our behalf in their efforts.

Note, any and all brokerage commissions or other compensation for the services of the Tenant Representative shall be payable by the owner, landlord or developer of the project, and not by the undersigned, in accordance with terms and conditions of the Contract. Notwithstanding the foregoing, the Tenant Representative's sole loyalty and fiduciary duty in all matters and services pertaining to or connected with the Contract shall be to the City. During the operative term of the Contract, any owner, landlord or developer intending to consider the City's tenancy in the above-stated matter, will be required to cooperate fully and coordinate all efforts through the Tenant Representative.

If any owner, landlord or developer has further questions concerning this matter, they should address their questions or concerns to me in writing.

Very truly yours,

Jeff Kondrat

cc: Kevin Danehy/CB Commercial
 Lewis Cowan/Silverstein Properties
 Edward S. Scott
 Michele Freeman-Govan
 Beverly Combs