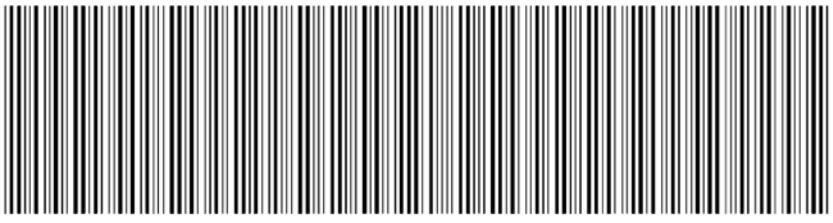


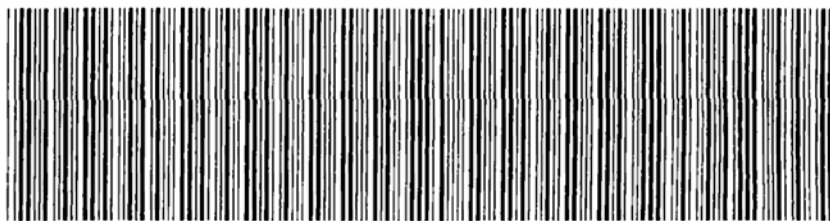


NYC DEPARTMENT OF FINANCE OFFICE OF THE CITY REGISTER This page is part of the instrument. The City Register will rely on the information provided by you on this page for purposes of indexing this instrument. The information on this page will control for indexing purposes in the event of any conflict with the rest of the document.		 2019010800475001001E1FB8																																																		
RECORDING AND ENDORSEMENT COVER PAGE PAGE 1 OF 9																																																				
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PRESENTER: NORTHMARQ CAPITAL 3500 AMERUCAN BLVD W #500 BLOOMINGTON, MN 55431 952-356-0100 thermanson@NORTHMARQ.COM		RETURN TO: NORTHMARQ CAPITAL 3500 AMERUCAN BLVD W #500 BLOOMINGTON, MN 55431 952-356-0100 thermanson@NORTHMARQ.COM																																																		
PROPERTY DATA																																																				
Borough	Block	Lot	Unit	Address																																																
MANHATTAN	503	1	Partial Lot	97 SULLIVAN STREET																																																
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DEBTOR: SULLIVAN PROPERTIES, L.P. C/O THE ZUCKER ORGANIZATION, 101 WEST 55TH STREET NEW YORK, NY 10019			SECURED PARTY: STATE FARM REALTY MORTGAGE, L.L.C. ONE STATE FARM PLAZA BLOOMINGTON, IL 61710																																																	
FEES AND TAXES																																																				
Mortgage : <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">Mortgage Amount:</td> <td style="width: 10%; text-align: center;">\$</td> <td style="width: 30%; text-align: right;">0.00</td> </tr> <tr> <td>Taxable Mortgage Amount:</td> <td style="text-align: center;">\$</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>Exemption:</td> <td></td> <td></td> </tr> <tr> <td>TAXES: County (Basic):</td> <td style="text-align: center;">\$</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>City (Additional):</td> <td style="text-align: center;">\$</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>Spec (Additional):</td> <td style="text-align: center;">\$</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>TASF:</td> <td style="text-align: center;">\$</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>MTA:</td> <td style="text-align: center;">\$</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>NYCTA:</td> <td style="text-align: center;">\$</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>Additional MRT:</td> <td style="text-align: center;">\$</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>TOTAL:</td> <td style="text-align: center;">\$</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>Recording Fee:</td> <td style="text-align: center;">\$</td> <td style="text-align: right;">58.00</td> </tr> <tr> <td>Affidavit Fee:</td> <td style="text-align: center;">\$</td> <td style="text-align: right;">0.00</td> </tr> </table>			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:	\$	58.00	Affidavit Fee:	\$	0.00	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 60%;">Filing Fee:</td> <td style="width: 10%; text-align: center;">\$</td> <td style="width: 30%; text-align: right;">0.00</td> </tr> <tr> <td>NYC Real Property Transfer Tax:</td> <td style="text-align: center;">\$</td> <td style="text-align: right;">0.00</td> </tr> <tr> <td>NYS Real Estate Transfer Tax:</td> <td style="text-align: center;">\$</td> <td style="text-align: right;">0.00</td> </tr> </table>		Filing Fee:	\$	0.00	NYC Real Property Transfer Tax:	\$	0.00	NYS Real Estate Transfer Tax:	\$	0.00
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 City Register Official Signature																																																				

NYC DEPARTMENT OF FINANCE
OFFICE OF THE CITY REGISTER

2019010800475001001C1D38

RECORDING AND ENDORSEMENT COVER PAGE (CONTINUATION)

PAGE 2 OF 9

Document ID: 2019010800475001

Document Date: 01-08-2019

Preparation Date: 01-08-2019

Document Type: UCC3 CONTINUATION

PROPERTY DATA

Borough	Block Lot	Unit	Address
MANHATTAN	503 8 Partial Lot		111 SULLIVAN STREET
Property Type: APARTMENT BUILDING			
Borough	Block Lot	Unit	Address
MANHATTAN	503 9 Partial Lot		113 SULLIVAN STREET
Property Type: APARTMENT BUILDING			
Borough	Block Lot	Unit	Address
MANHATTAN	503 10 Partial Lot		115 SULLIVAN STREET
Property Type: APARTMENT BUILDING			
Borough	Block Lot	Unit	Address
MANHATTAN	503 11 Partial Lot		117 SULLIVAN STREET
Property Type: APARTMENT BUILDING			
Borough	Block Lot	Unit	Address
MANHATTAN	503 12 Partial Lot		119 SULLIVAN STREET
Property Type: APARTMENT BUILDING			

UCC FINANCING STATEMENT AMENDMENT

FOLLOW INSTRUCTIONS

A. NAME & PHONE OF CONTACT AT FILER (optional) Ted Hermanson 1-8-2019 952-837-8706
B. E-MAIL CONTACT AT FILER (optional) thermanson@northmarq.com
C. SEND ACKNOWLEDGMENT TO: (Name and Address) NorthMarq Capital 3500 American Boulevard West Suite 500 Bloomington, MN 55431

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

1a. INITIAL FINANCING STATEMENT FILE NUMBER
2014000163580 Date: 05/13/20141b. ☒ This FINANCING STATEMENT AMENDMENT is to be filed (for record)
(or recorded) in the REAL ESTATE RECORDS
Filer: attach Amendment Addendum (Form UCC3Ad) and provide Debtor's name in item 132. ☐ **TERMINATION:** Effectiveness of the Financing Statement identified above is terminated with respect to the security interest(s) of Secured Party authorizing this Termination Statement3. ☐ **ASSIGNMENT** (full or partial): Provide name of Assignee in item 7a or 7b, and address of Assignee in item 7c and name of Assignor in item 9
For partial assignment, complete items 7 and 9 and also indicate affected collateral in item 84. ☒ **CONTINUATION:** Effectiveness of the Financing Statement identified above with respect to the security interest(s) of Secured Party authorizing this Continuation Statement is continued for the additional period provided by applicable law5. ☐ **PARTY INFORMATION CHANGE:**Check one of these two boxes:AND Check one of these three boxes to:This Change affects ☐ Debtor or ☐ Secured Party of record ☐ CHANGE name and/or address: Complete item 6a or 6b; and item 7a or 7b and item 7c ☐ ADD name: Complete item 7a or 7b, and item 7c ☐ DELETE name: Give record name to be deleted in item 6a or 6b6. **CURRENT RECORD INFORMATION:** Complete for Party Information Change - provide only one name (6a or 6b)

6a. ORGANIZATION'S NAME

SULLIVAN PROPERTIES, L.P.

OR

6b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

7. **CHANGED OR ADDED INFORMATION:** Complete for Assignment or Party Information Change - provide only one name (7a or 7b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name)

7a. ORGANIZATION'S NAME

OR

7b. INDIVIDUAL'S SURNAME

INDIVIDUAL'S FIRST PERSONAL NAME

INDIVIDUAL'S ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

7c. MAILING ADDRESS

CITY

STATE

POSTAL CODE

COUNTRY

8. ☐ **COLLATERAL CHANGE:** Also check one of these four boxes: ☐ ADD collateral ☐ DELETE collateral ☐ RESTATE covered collateral ☐ ASSIGN collateral

Indicate collateral:

9. **NAME OF SECURED PARTY OF RECORD AUTHORIZING THIS AMENDMENT:** Provide only one name (9a or 9b) (name of Assignor, if this is an Assignment)If this is an Amendment authorized by a DEBTOR, check here ☐ and provide name of authorizing Debtor

9a. ORGANIZATION'S NAME

STATE FARM REALTY MORTGAGE, L.L.C.

OR

9b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

10. **OPTIONAL FILER REFERENCE DATA:**

#380406 New York County

FILING OFFICE COPY — UCC FINANCING STATEMENT AMENDMENT (Form UCC3) (Rev. 04/20/11) International Association of Commercial Administrators (IACA)

UCC FINANCING STATEMENT AMENDMENT ADDENDUM

FOLLOW INSTRUCTIONS

11. INITIAL FINANCING STATEMENT FILE NUMBER: Same as item 1a on Amendment form

2014000163580 Date: 05/13/2014

12. NAME OF PARTY AUTHORIZING THIS AMENDMENT: Same as item 9 on Amendment form

12a. ORGANIZATION'S NAME

STATE FARM REALTY MORTGAGE, L.L.C.

OR

12b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

THE ABOVE SPACE IS FOR FILING OFFICE USE ONLY

13. Name of DEBTOR on related financing statement (Name of a current Debtor of record required for indexing purposes only in some filing offices - see instruction item 13): Provide only one Debtor name (13a or 13b) (use exact, full name; do not omit, modify, or abbreviate any part of the Debtor's name); see instructions if name does not fit

13a. ORGANIZATION'S NAME

SULLIVAN PROPERTIES, L.P.

OR

13b. INDIVIDUAL'S SURNAME

FIRST PERSONAL NAME

ADDITIONAL NAME(S)/INITIAL(S)

SUFFIX

14. ADDITIONAL SPACE FOR ITEM 8 (Collateral):

15. This FINANCING STATEMENT AMENDMENT:

☐ covers timber to be cut ☐ covers as-extracted collateral ☒ is filed as a fixture filing16. Name and address of a RECORD OWNER of real estate described in item 17
(if Debtor does not have a record interest):**SULLIVAN PROPERTIES, L.P.
101 WEST 55TH STREET
NEW YORK, NY 10019**

17. Description of real estate:

Physical Address:**Sullivan Properties
97,107-109,111,113,115,117&119
Sullivan St.
New York, NY 10012****See Exhibit A for Parcel Descriptions**

18. MISCELLANEOUS:

FILING OFFICE COPY — UCC FINANCING STATEMENT AMENDMENT ADDENDUM (Form UCC3Ad) (Rev. 04/20/11) International Association of Commercial Administrators (IACA)

EXHIBIT A

See Attached

S

PARCEL I

ALL that certain plot, piece or parcel of land, situate, lying and being in the Borough of Manhattan, County, City and State of New York, bounded and described as follows:

BEGINNING at a point on the easterly side of Sullivan Street, distant 75 feet northerly from the corner formed by the intersection of the easterly side of Sullivan Street and the northerly side of Spring Street;

RUNNING THENCE northerly along the easterly side of Sullivan Street, 25 feet;

THENCE easterly parallel with the northerly side of Spring Street, 65 feet 11 inches;

THENCE southerly parallel with the easterly side of Sullivan Street, 25 feet;

THENCE westerly parallel with the northerly side of Spring Street, 65 feet 11 inches to the easterly side of Sullivan Street, at the point or place of BEGINNING.

(For Information Only: Block 503, Lot 1)

PARCEL II

ALL that certain plot, piece or parcel of land, situate, lying and being in the Borough of Manhattan, County, City and State of New York, bounded and described as follows:

BEGINNING at a point on the easterly side of Sullivan Street, distant 200 feet northerly from the corner formed by the intersection of the said easterly side of Sullivan Street and the northerly side of Spring Street;

RUNNING THENCE southeasterly on a line parallel with the said northerly side of Spring Street, 100 feet 5 inches;

THENCE northeasterly and parallel with the said easterly side of Sullivan Street, 50 feet;

THENCE northwesterly on a line parallel with the said northerly side of Spring Street, 100 feet 5 inches to the said easterly side of Sullivan Street;

THENCE southwesterly along the said easterly side of Sullivan Street, 50 feet to the point or place of BEGINNING.

(For Information Only: Block 503, Lot 6)

PARCEL III

ALL that certain plot, piece or parcel of land, situate, lying and being in the Borough of Manhattan, County, City and State of New York, bounded and described as follows:

BEGINNING at a point on the easterly side of Sullivan Street, distant 201 feet 6-1/2 inches southerly from the corner formed by the intersection of the southerly side of Prince Street with the easterly side of Sullivan Street;

RUNNING THENCE southerly along the easterly side of Sullivan Street, 25 feet 1 inch;

THENCE easterly along a line which forms an angle of 89 degrees 15 minutes 00 seconds on its southerly side with the easterly side of Sullivan Street, 100 feet;

THENCE northerly parallel with the easterly side of Sullivan Street, 25 feet;

THENCE westerly parallel with the southerly side of Prince Street, 100 feet to the point or place of BEGINNING.

(For Information Only: Block 503, Lot 8)

PARCEL IV

ALL that certain plot, piece or parcel of land, situate, lying and being in the Borough of Manhattan, County, City and State of New York, bounded and described as follows:

BEGINNING at a point on the easterly side of Sullivan Street, distant 176 feet 6-1/2 inches southerly from the corner formed by the intersection of the southerly side of Prince Street with the easterly side of Sullivan Street;

RUNNING THENCE southerly along the easterly side of Sullivan Street, 25 feet 1 inch;

THENCE easterly along a line which forms an angle of 89 degrees 15 minutes 00 seconds on its southerly side with the easterly side of Sullivan Street, 100 feet;

THENCE northerly parallel with the easterly side of Sullivan Street, 25 feet;

THENCE westerly parallel with the southerly side of Prince Street, 100 feet to the point or place of BEGINNING.

(For Information Only: Block 503, Lot 9)

PARCEL V

ALL that certain plot, piece or parcel of land, situate, lying and being in the Borough of Manhattan, County, City and State of New York, bounded and described as follows:

BEGINNING at a point on the easterly side of Sullivan Street, distant 151 feet 6 inches southerly from the corner formed by the intersection of the southerly side of Prince Street and the easterly side of Sullivan Street;

RUNNING THENCE easterly and parallel with Prince Street, 100.00 feet to a point;

THENCE southerly and parallel with Sullivan Street, 25.00 feet to a point;

THENCE westerly and parallel with Prince Street, 100.00 feet to a point on the easterly side of Sullivan Street; and

THENCE northerly along the easterly side of Sullivan Street, 25.00 feet to the point or place of BEGINNING.

(For Information Only: Block 503, Lot 10)

PARCEL VI

ALL that certain plot, piece or parcel of land, situate, lying and being in the Borough of Manhattan, County, City and State of New York, bounded and described as follows:

BEGINNING at a point on the easterly side of Sullivan Street, distant 151 feet 6 inches southerly from the southeasterly corner of Sullivan Street and Prince Street;

RUNNING THENCE easterly along the southerly side of the southerly wall of the premises hereby described and in a line in continuation thereof and parallel with Prince Street, 100 feet;

THENCE northerly and in a line parallel with Sullivan Street, 25.00 feet;

THENCE westerly and in a line parallel with Prince Street and part of the way through a party wall, 100.00 feet to the easterly side of Sullivan Street; and

THENCE southerly along the easterly side of Sullivan Street, 25.00 feet to the point or place of BEGINNING. Be the said several distances or dimensions more or less.

(For Information Only: Block 503, Lot 11)

PARCEL VII

ALL that certain plot, piece or parcel of land, situate, lying and being in the Borough of Manhattan, County, City and State of New York, bounded and described as follows:

BEGINNING at a point on the easterly side of Sullivan Street, distant 126 feet 6 inches southerly from the corner formed by the intersection of the southerly side of Prince Street and the easterly side of Sullivan Street;

RUNNING THENCE easterly on a line parallel with Prince Street and part of the distance through a party wall, 100 feet;

THENCE northerly on a line parallel with Sullivan Street, 25 feet;

THENCE westerly on a line parallel with Prince Street, 100 feet to the easterly side of Sullivan Street; and

THENCE southerly along the easterly side of Sullivan Street, 25 feet to the point or place of BEGINNING.

(For Information Only: Block 503, Lot 12)