

REGISTERED LETTER WITH RETURN RECEIPT

Paris, March 28, 2011

OUR REF.: 1102-PHV/PC/GV
A.G.O. 2011

BUILDING: 22 AVENUE FOCH
75116 PARIS

Dear Sir and Madam,

You are requested to attend the Ordinary General Meeting of Co-owners of the building located in Paris 16th district - 22 avenue Foch, which will be held in our Office at:

51 BIS, RUE DE MIROMESNIL in PARIS (8th district)

on THURSDAY APRIL 28, 2011 at 11:00 a.m.

To discuss the following agenda:

1. Election of a Chairman and officers for the meeting.
2. Approval of 2010 accounts and financial status.
Please find enclosed the financial status on December 31, 2010 with the debtors' status on December 31, 2010 and to date, as well as the summary list of expenses occurred in 2010.
Decision to be made.

2:
2010 accounts are in compliance with 2010 budget voted last year.
3. Approval of the 5th floor electricity repair's account for an amount of 21,531.01€, according to the attached expense summary.
Decision to be made.
4. Approval of the 5th floor coffered ceiling works' account for an amount of 12,275.65 €, according to the attached expense summary.
Decision to be made.
5. Approval of the 5th floor carpentry works (wooden floor) account for an amount of 10,790.42 €, according to the attached expense summary.
Decision to be made.

6. Approval of the 5th floor corridor painting works' account for an amount of 14,798.04 €, according to the attached expense summary.
Decision to be made.
7. Approval of the caretaker's lodging painting works account for an amount of 3,905.63 €, according to the attached expense summary.
Decision to be made.

3 through 7:

Works carried out in compliance with previous votes in meetings held in June 2009 and June 2010. The decision to be made is for ratification.

8. Status of debts and claims and financial status on December 31, 2010 and to date according to status attached.
9. Discharge to the Property Manager ("Syndic") for his management.
Decision to be made.
10. New appointment of HELLIER du VERNEUIL S.A. as Property Manager.
Draft resolution: The Meeting appoints HELLIER du VERNEUIL S.A. as property manager according to the agreement attached to this letter for a period of one financial year expiring on the General Meeting which will be held to approve the accounts of 2011 financial year.
Decision to be made.
11. Signature of the property management agreement with HELLIER du VERNEUIL S.A.
Mandate to be given to the Chairman of the Management Committee ("Conseil Syndical") to sign HELLIER du VERNEUIL S.A.'s property management agreement.
Decision to be made.
12. Renewal of the Management Committee currently composed of:
 - Ms HALABI (NOFA Corporation)
 - Ms EXPERTON (SCI JEP)
 - Ms WIBRATTE (ROUNDHILL PARTNERS Corporation)
 - Mr DE LOUVIGNY (SCI ANGUS)
 - Mr LEMOS (SCI ALMOND)Decision to be made.
13. Upholding of the projected budget for 2011 identical to 2010 at 256,000 € and upholding of the permanent cash advance at 43,000 €. The running costs for 2010 amounted to 245,576.49 € (240,814,42 € in 2009), as shown in the documents attached to this letter.
Decision to be made.
14. Fixing of the projected budget for year 2011, identically to the budget for year 2010.
Decision to be made.

15. Decision not to open a separate account and to keep the unique account.
Draft resolution: The General Meeting exempts the property manager from opening a separate bank or postal account and allows him to transfer the funds belonging to the Housing Association ("Syndicat") to the unique account open in the name of the firm HELLIER du VERNEUIL for the duration of the mandate.
Decision to be made.
16. Building VAT pro-rata:
Confirmation of the absence of modification of the use of the lots and of the current 99,700/99,700 thousandths pro-rata subject to 5.5 % VAT.
Draft resolution: The co-owners confirm the absence of modification of the use of the lots and the current 5.5 % VAT pro-rata, given the 99,700/99,700 thousandths inhabitation pro-rata in the building's use.
Decision to be made.
17. It is reminded that, according to the regulation in force, from 25 December 25, 2013, the threshold of lead in the water shall be below 10µg/l (Decree of 11 January, 2007).
Decision to be made to analyse the level of lead in the building water according to the "AFNOR" standards. Fixing of an approximate budget of 200 € before tax per staircase, plus the lab analysis costs of the samples: 29 € before tax per survey.
Decision to be made.
Att.: "AFNOR" note.

9 through 17:

As in previous years.

18. Authorisation to be given to KAMEL FOCH firm, owner of N°52 and 53 lots on the 4th floor to open a 1.20 m x 2.10 m picture window in the separation wall between these 2 lots, in order to make them communicate, as shown on the attached plan.
Draft resolution: The General Meeting authorises KAMEL FOCH firm, owner of N°52 and 53 lots on the 4th floor to open a 1.20 m x 2.10 m picture window in the separation wall between these 2 lots, in order to make them communicate, as shown on the attached plan.
Before any work, KAMEL FOCH firm shall provide to the Property Manager and the building architect a precise description of the opening works and an opinion from a structure control firm (SOCOTEC or else). These works may only start after approval by the building architect, whose fees shall be charged to KAMEL FOCH firm. These works shall be performed in accordance with the state of the art and regulations, by companies duly insured and qualified. KAMEL FOCH firm shall remain sole liable for these works' implications.
Decision to be made.
19. According to study and call for tenders by LH CONSEIL, decision or not to replace the gas boilers according to estimates attached:
- | | |
|-------------------|------------------|
| Firm DISDERO: | 210,090.23 Euros |
| Firm SPM NICOLAI: | 216,937.55 Euros |

Firm FULGONI:	226,026.98 Euros
Firm DELOSTAL & THIBAUT:	232,805.60 Euros
Optional:	
- Filmogenic treatment (Amounts all included, 5.5 % V.A.T.):	
Firm DISDERO:	3,330.64 Euros
Firm SPM NICOLAI:	3,439.30 Euros
Firm FULGONI:	3,584.89 Euros
Firm DELOSTAL & THIBAUT:	3,217.75 Euros
- Acoustic measures (Amounts all included, 5.5 % V.A.T.):	
Firm DISDERO:	1,782.95 Euros
Firm SPM NICOLAI:	1,899.00 Euros
Firm FULGONI:	2,215.50 Euros
Firm DELOSTAL & THIBAUT:	2,004.50 Euros
- Acoustic (Amounts all included, 5.5 % V.A.T.):	
Firm DISDERO:	4,114.50 Euros
Firm SPM NICOLAI:	3,798.00 Euros
Firm FULGONI:	4,487.97 Euros
Firm DELOSTAL & THIBAUT:	3,481.50 Euros
- Steam regulator (Amounts all included, 5.5 % V.A.T.):	
Firm DISDERO:	1,433.75 Euros
Firm SPM NICOLAI:	1,455.90 Euros
Firm FULGONI:	1,603.60 Euros
Firm DELOSTAL & THIBAUT:	1,709.10 Euros

The works' follow-up fees will be an additional 7% before tax for LH CONSEIL and 2.5 % for the Property Manager of the works costs before tax.

20. Decision or not to subscribe to a cleaning contract according to estimates attached:

- P2 Gas boiler exploitation:	
Firm DISDERO:	5,064.00 Euros
Firm SPM NICOLAI:	5,380.50 Euros
Firm FULGONI:	4,905.75 Euros
Firm DELOSTAL & THIBAUT:	5,538.75 Euros
- Clarifier + softener Contract:	
Firm DISDERO:	1,318.75 Euros
Firm SPM NICOLAI:	1,371.50 Euros
Firm FULGONI:	1,213.25 Euros
Firm DELOSTAL & THIBAUT:	1,244.90 Euros

- Filmogenic contract:

Firm DISDERO:	1,097.20 Euros
Firm SPM NICOLAI:	1,160.50 Euros
Firm FULGONI:	1,266.00 Euros
Firm DELOSTAL & THIBAUT:	1,244.90 Euros

19 and 20:

Last year, an audit report of the collective heating system of the building by the firm L.H. CONSEIL was discussed and the meeting decided to launch a call for tender through the same firm on the following point:

<i>Dropping of the hot-air heating system, estimated cost:</i>	<i>40,000.00€ all included</i>
<i>Compliance of the heating system, estimated cost:</i>	<i>4,000.00€ all included</i>
<i>Replacement of the gas boilers, estimated cost:</i>	<i>120,000.00€ all included</i>
<i>Installation of a defogging system, estimated cost:</i>	<i>20,000.00€ all included</i>

After discussion, it seemed that technically and for limiting the costs, it was preferable to maintain the two existing central heating systems (one with water in the pipes and one with hot-air), since all the pipes in the building would have had to be replaced in each apartment with a lot of work and decoration work to be done. So, the proposals maintain the two existing systems of central heating and mainly relate to the replacement of the gas boilers.

The boilers are currently still working, but they are very old and not in a very good condition - if one or two of the boilers were to break down (particularly in the middle of the winter) the replacement will have to be made in emergency, which may be problematic and certainly at extra cost since the work could not be anticipated and properly organized in advance.

The costs of all the proposals are much more expansive than the estimated costs presented last year by L.H. CONSEIL, which after discussion at the meeting last year indicated that the overall cost should be in the range of 200,000.00€. In their report to the meeting of April 28th, this is acknowledged, but no explanation is given as to the huge gap between last year estimated cost and this year proposals.

Furthermore, at that stage in the proposals there has been no commercial negotiation by HELLIER DU VERNEUIL to discuss the price and try to lower the costs.

NB: it is clear that the cost of living in France has increased in unprecedented proportions since last year!

Mr. Epstein's participation in the costs will correspond to 12% approximately (exact percentage: 12.070/99.700)

My recommendation would be to go ahead in principle with the replacement (to avoid the risk of no heating at all), but to impose conditions and request HELLIER DU VERNEUIL to discuss the proposals. The idea to have a vote as early as April, was that if the work was to be carried out rapidly, it should be done between now and the fall so that the new boilers would be operational when the heating is put on after the end of the summer.

21. Further to the letter from the PARIS Townhall on 18 November, 2010 reminding the necessity to perform the facade cleaning works on avenue Foch and rue Chalgrin, a copy of which is attached, decision or not to perform the cleaning works, at once or in steps, of the facades on avenue Foch with extension on rue Chalgrin, facade on rue Chalgrin, facades of main inner courtyard, facades of the 3 small inner courtyards, facades overhanging the glass ceiling above the main entrance hall.

Decision to be made.

21:

The letter received from the local authorities is still a simple request and not an injunction to carry out the cleaning works on the façades on avenue Foch and rue Chalgrin (HELLIER DU VERNEUIL thinks that the next letter is likely to be an injunction to carry out the work).

22. Cleaning of the facades on avenue Foch with extension on rue Chalgrin (to be performed simultaneously to the cleaning of the - Ground floor and 1st floor - facades of the small inner courtyard n°1 accessible through the caretaker's lodging).

Further to the study carried out by architect Ms LEMOINE according to attached report, comparison chart and estimates, decision to be made on the following works:

<u>LOT 1:</u> Ground scaffolding (Amounts all included, 5.5 %VAT)	
LA COLONNADE firm	74,286.77 Euros
DEL BOCA firm	76,374.83 Euros
<u>LOT 2:</u> Facades' cleaning	
LA COLONNADE firm	234,030.65 Euros
DEL BOCA firm	241,614.73 Euros
<u>LOT 3:</u> Treating of metal shutters	
DEL BOCA firm (10-year guarantee)	104,813.30 Euros
TIM firm (10-year guarantee)	95,392.05 Euros
<u>LOT 4:</u> Railings locksmithing	
SERRUTIM firm	7,042.00 Euros
<u>LOT 5:</u> Lead waterproofing on regular and small balconies	
BALAS firm	97,191.60 Euros
RAVIER firm	77,150.52 Euros
<u>LOT 6:</u> Plumbing - rainwater downpipes	
BALAS firm	7,703.45 Euros
RAVIER firm	7,077.58 Euros
<u>LOT 7:</u> Carriage entrance	
SERRUTIM firm	2,445.00 Euros

The works project will be managed by Ms LEMOINE, certified engineer architect ("DPLG"), assisted by a safety works coordinator.

The fees will come in addition: 8% for the architect, 1.5% for the safety coordinator and 2.5% for the Property Manager.

Decision to be made.

23. Cleaning of the facades (Ground floor - 1st floor) of the small inner courtyard n°1 accessible through the caretaker lodging (to be performed simultaneously to the cleaning of the facades on avenue Foch).

Further to the study carried out by architect Ms LEMOINE according to attached report and estimates.

Decision to be made on the following works:

<u>LOT 1:</u> Scaffolding - cleaning (Amounts all included, 5.5 %VAT)	
LA COLONNADE firm	33,491.10 Euros
(tiles variation)	1,044.45 Euros
DEL BOCA firm	43,675.42 Euros
(tiles variation not priced)	
<u>LOT 2:</u> Roofing and plumbing	
BALAS firm	7,681.82 Euros
RAVIER Firm	6,918.77 Euros
<u>LOT 3:</u> Anti-pigeons' nets	
TECHMO HYGIENE firm	1,371.50 Euros

The works project will be managed by Ms LEMOINE, certified engineer architect ("DPLG"), assisted by a safety works coordinator.

The fees will come in addition: 8% for the architect, 1.5% for the safety coordinator and 2.5% for the Property Manager.

Decision to be made.

24. Cleaning of the facade rue Chalgrin
Further to the study carried out by architect Ms LEMOINE according to attached report, comparison chart and estimates, decision to be made on the following works:

<u>LOT 1:</u> Ground scaffolding (Amounts all includedn 5.5 %VAT)	
LA COLONNADE firm	30,452.28 Euros
DEL BOCA firm	27,894.60 Euros
<u>LOT 2:</u> Facades' cleaning	
LA COLONNADE firm	92,265.03 Euros
DEL BOCA firm	89,482.27 Euros
<u>LOT 3:</u> Treating of metal shutters	
DEL BOCA firm (10-year guarantee)	38,703.00 Euros
TIM firm(10-year guarantee)	46,493.85 Euros
<u>LOT 4:</u> Railings locksmithing	

SERRUTIM firm	10,313.00 Euros
<u>LOT 5:</u> Lead waterproofing on regular and small balconies	
BALAS firm	35,946.02 Euros
RAVIER firm	23,804.20 Euros
<u>LOT 7:</u> Plumbing - rainwater downpipes	
BALAS firm	2,341.95 Euros
RAVIER firm	4,718.40 Euros

The works project will be managed by Ms LEMOINE, certified engineer architect (“DPLG”), assisted by a safety works coordinator.

The fees will come in addition: 8% for the architect, 1.5% for the safety coordinator and 2.5% for the Property Manager.

Decision to be made.

25. Cleaning of the facades of the main inner courtyard and the entrance hall rue Chalgrin (to be performed simultaneously to the “main staircase light well” cleaning).

Further to the study carried out by architect Ms LEMOINE according to attached report, comparison chart and estimates, decision to be made on the following works:

<u>LOT 1:</u> Scaffolding - cleaning (Amounts all included, 5.5 %VAT)	
LA COLONNADE firm	219,602.70 Euros
DEL BOCA firm	286,494.74 Euros
<u>LOT 2:</u> Roofing and plumbing	
BALAS firm	24,959.22 Euros
RAVIER firm	21,066.53 Euros
<u>LOT 3:</u> Anti-pigeons' nets	
TECHMO HYGIENE firm	7,456.74 Euros
<u>LOT 4:</u> Metal shutters	
DEL BOCA firm (10-year guarantee)	37,441.95 Euros
TIM firm (10-year guarantee)	88,115.71 Euros

The works project will be managed by Ms LEMOINE, certified engineer architect (“DPLG”), assisted by a safety works coordinator.

The fees will come in addition: 8% for the architect, 1.5% for the safety coordinator and 2.5% for the Property Manager.

Decision to be made.

26. Cleaning of “main staircase light well”, to be performed simultaneously to the main inner courtyard cleaning.

Further to the study carried out by architect Ms LEMOINE according to attached report, comparison chart and estimates, decision to be made on the following works:

<u>LOT 1:</u> Scaffolding - cleaning (Amounts all included, 5.5 %VAT)	
LA COLONNADE firm	66,809.00 Euros
DEL BOCA firm	47,215.95 Euros
<u>LOT 2:</u> Roofing and plumbing	
BALAS firm	11,921.50 Euros
RAVIER firm	8,417.53 Euros
<u>LOT 3:</u> Anti-pigeons' nets	
TECHMO HYGIENE firm	1,371.50 Euros

The works project will be managed by Ms LEMOINE, certified engineer architect (“DPLG”), assisted by a safety works coordinator.

The fees will come in addition: 8% for the architect, 1.5% for the safety coordinator and 2.5% for the Property Manager.

Decision to be made.

27. Cleaning of the facades of the small inner courtyard n°2 accessible through the entresol from the B staircase

Further to the study carried out by architect Ms LEMOINE according to attached report and estimates,

decision to be made on the following works:

<u>LOT 1:</u> Scaffolding - cleaning (Amounts all included, 5.5 %VAT)	
LA COLONNADE firm	70,629.10 Euros
(tiles variation)	2,488.75 Euros
DEL BOCA firm	90,972.65 Euros
(tiles variation not priced)	
<u>LOT 2:</u> Roofing and plumbing	
BALAS firm	19,967.15 Euros
RAVIER Firm	19,047.62 Euros
<u>LOT 3:</u> Anti-pigeons' nets	
TECHMO HYGIENE firm	1,371.50 Euros

The works project will be managed by Ms LEMOINE, certified engineer architect (“DPLG”), assisted by a safety works coordinator.

The fees will come in addition: 8% for the architect, 1.5% for the safety coordinator and 2.5% for the Property Manager.

Decision to be made.

28. Cleaning of the facades of the small inner courtyard n°3 accessible through garage
Further to the study carried out by architect Ms LEMOINE according to attached report and estimates,
decision to be made on the following works:

<u>LOT 1:</u> Scaffolding - cleaning (Amounts all included, 5.5 %VAT)	
LA COLONNADE firm	57,640.98 Euros
(tiles variation)	943.17 Euros
DEL BOCA firm	60,190.40 Euros
(tiles variation not priced)	
<u>LOT 2:</u> Roofing and plumbing	
BALAS firm	21,046.30 Euros
RAVIER Firm	23,218.30 Euros
<u>LOT 3:</u> Anti-pigeons' nets	
TECHMO HYGIENE firm	1,371.50 Euros

The works project will be managed by Ms LEMOINE, certified engineer architect (“DPLG”), assisted by a safety works coordinator.

The fees will come in addition: 8% for the architect, 1.5% for the safety coordinator and 2.5% for the Property Manager.

Decision to be made.

29. Decision or not to subscribe a damage insurance coverage for the works performed under a 10-year guarantee, according to attached offer by VERSPIEREN.
Decision to be made.

22 through 29:

Proposal for carrying out the cleaning works (Mr. Epstein's participation corresponds to 12% approximately)

The issue was already in the agenda of last year meeting and after discussion, it was decided to postponed until this year with separate proposals for each and all the parts of the building : façade avenue Foch, rue Chalgrin, inner courtyards, entrance hall, etc..

Also, at that stage in the proposals there has been no commercial negotiation by HELLIER DU VERNEUIL to discuss the price and try to lower the costs, which could be easier if not only one but more parts are involved.

My recommendation would be (i) to insist that if the central heating is to be done, the cleaning of the façades should not be done at the same time, unless the meeting is told that the parts (stones) which may

fall from the top floor on avenue Foch could be dangerous and (ii) to follow general consensus and if in favor of work to be done, to restrict to what is mentioned in the letter from the local authorities (avenue Foch and rue Chalgrin).

30. Financing of the works by a fixed-rate loan taken with CREDIT FONCIER, according to attached prices list.

Draft resolution: The General Meeting, having read the loan resolution, decides to make a loan with CREDIT FONCIER, with no joint liability of the co-owners, for a period of years and at a % rate, with automatic transfer of the instalments from the co-owners' accounts. The General Meeting gives HELLIER du VERNEUIL S.A., Property Manager, all powers in order, on behalf and in the name of the Housing Association, to:

- *identify the co-owners who intend to pay cash,*
- *identify the co-owners who intend to join the loan,*
- *request a loan with CREDIT FONCIER, whose amount shall not exceed the cost of the works due by the co-owners who joined the loan in respect of their shares,*
- *accept the loan offer resulting in a contract,*
- *comply with all the duties of the loan contract, knowing that reimbursement shall be made by automatic transfers from each co-owner's bank account, bound towards the Housing Association for the only amount of his/her share in the loan for the payment of the works. In this respect, the transfers shall be made by CREDIT FONCIER under its power of attorney, in the name and on behalf of the Housing Association.*
- *sign a guarantee agreement with the firm COMPTOIR FINANCIER DE GARANTIE so that the Housing Association shall by no means have to bear the financial consequences of any co-owner's failure to reimburse his/her share of the loan.*

The co-owners paying the works with the loan taken by the Housing Association under the abovementioned terms already consent thereto.

Decision to be made.

30:

Proposal for financing the works (either or both central heating and cleaning works) by a loan with the Credit Foncier.

My recommendation would be to use the opportunity to get this sort of financing which is special for co-owned building.

31. At the Co-owners' General Meeting held on 25 June 2009, authorisation had been given to the firm ROUNDHILL PARTNERS to replace its garage door, to the express condition that it would be replaced simultaneously to the other four garage doors and by an identical model. As the other four co-owners concerned never gave their consent, despite the many diligent trials from the Property Manager and the firm ROUNDHILL PARTNERS, the latter was never able to replace its door in the conditions so agreed upon by the General Meeting.

Autorisation to be given to this firm to replace its garage door, according to estimate attached, a lined-up door, with wood coverage and painted with RAL n°1015, in order to respect the building harmony, with the obligation for all co-owners who would subsequently wish to replace their door to do it accordingly, to preserve the building harmony.

Decision to be made.

32. Further to study by Mr LEBATTEUX, Esq., a copy of which is attached, authorisation to be given to the Property Manager to initiate a legal procedure against Mr ASTIN, owner of the lots n°77, 56 and 57 on the building's 5th floor, in an attempt to make him comply with the urbanistic rules according to which a room for use of seasonal rental is not an inhabitable room pursuant to article 631-7 of the Building and Inhabitation Code.
Decision to be made.
33. In order to improve the building's security, mandate to give to the Property Manager to study, with the assistance of a specialised bureau, the improvement of the building's surveillance by any protection system.
Decision to be made - Fixing of a budget.

33.

I know that one co-owner (NOFA) wants to install cameras "all over the place" (entrance, staircases, etc..) to be able to view anyone coming and going. Please advice, if I should agree that the proposed study includes a camera system or not.

34. Matters related to the running of the building and its everyday maintenance.

Should you be unable to attend this meeting in person, you may be represented by a person entitled to make any decisions on your behalf. For that purpose, please find attached a power of attorney which can just be sent back to us once completed and signed. Your signature shall be preceded by the words "BON POUR POUVOIR".

Yours sincerely,

Pierre HELLIER du VERNEUIL

NB: According to article 23 of the Law of July 10, 1965, the joint owners are reminded of the obligation to have a common representative, according to the attached representation power of attorney. Thus, in the case of a conjugal joint ownership, only one of the spouses may attend the Meetings. He/She must hold his/her spouse's power of attorney to represent him/her.

Exhibits:

- Power of attorney
- Summary list of expenses occurred in 2010 and budget for 2011
- Summary list of works' accounts
- Financial status on the closing of 2010 financial year and to date
- Property Management Agreement with HELLIER du VERNEUIL SA
- AFNOR Note
- Plan of the 4th floor
- Report from LH CONSEIL - Heating Works
- DISDERO firm estimate
- SPM NICOLAI firm estimate
- FULGONI firm estimate
- DELOSTAL & THIBAUT firm estimate
- Letter from PARIS Townhall
- Report from Ms LEMOINE - Cleaning Works
- LA COLONNADE firm estimate
- DEL BOCA firm estimate
- TIM firm estimate
- BALAS firm estimate
- RAVIER firm estimate
- SERRUTIM firm estimate
- TECHMO HYGIENE firm estimate
- CREDIT FONCIER 100 co-ownership loan costs
- Works damage insurance scale
- Garage door estimate
- Report from Mr LEBATTEUX, Esq.
- Works shares' simulation