

HUDSON WATERFRONT ASSOCIATES, L.P.  
c/o Robinson, Silverman, Pearce, Aronsohn & Berman  
1290 Avenue of the Americas  
New York, New York 10019

June 29, 1994

Mr. Richard A. Kahan  
Chairman  
Riverside South Planning Corporation  
1330 Avenue of the Americas  
New York, New York 10019

Re: Riverside South (a/k/a Penn Yards)

Dear Mr. Kahan:

As you know we are purchasing title to property commonly known as Riverside South or Penn Yards. Mr. Donald J. Trump will be a partner in this endeavor. We are aware of the important role you and the other Members of the Riverside South Planning Corporation ("RSPC") have played in the design and approval process for the project to be known as Riverside South. It is our desire that RSPC continue to maintain its role in the development of Riverside South, and the defense of litigation intended to impede that development, and we accept the terms (and receive the benefits) of the letter dated March 31, 1993, subject to your confirmation of the following interpretation of that letter:

(i) The studio site is not subject to any of the obligations of that letter (including prohibition on major modifications, and consents and approvals of the 3-person panel) other than the obligation of the developer (i.e. the undersigned) and RSPC to negotiate in good faith over its design, and nothing in the letter obligates RSPC to support any plan for the studio site.

(ii) If the developer resigns or withdraws from RSPC, it shall have the right to dissolve it subject to survival of the obligations set forth in the March 31 letter.

(iii) Subject to our agreement, set forth below, concerning Mr. Trump's continuation as an RSPC director, all first person singular references shall be construed to apply to this partnership.

Mr. Trump will be designated our representative on the board of RSPC. Unless Mr. Trump acts in a manner which causes him to be in default of his obligations as a partner and participant in the project, Mr. Trump will continue to remain in that role for approximately 21 months. After 21 months, Mr. Trump may be removed from his role at RSPC, although there is certainly no intention on our part to do so.


We look forward to working with you, Mr. Trump and the Members of RSPC in connection with the development of Riverside South.

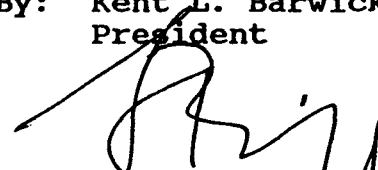
Hudson Waterfront Associates, L.P.


By: Hudson Waterfront Corp.

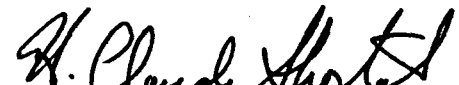
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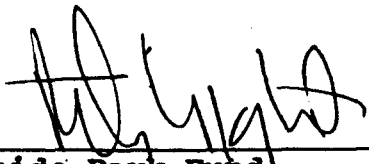
AGREED TO:

  
The Municipal Art Society  
of New York, Inc.  
By: Kent L. Barwick  
President

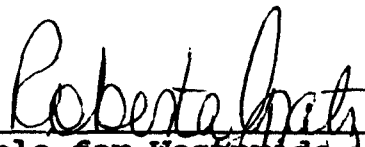
  
The Parks Council, Inc.  
By: Linda Davidoff  
Executive Director

  
Riverside South Planning  
Corporation  
By: Richard A. Kahan  
Chairman

  
Regional Plan Association,  
Inc.  
By: Claude Shostal  
President



Riverside Park Fund  
By: Peter M. Wright  
Board Member



People for Westside, Inc.  
By: Roberta Gratz  
Board Member

**CONSENTED TO:**

**Penn Yards Associates**

By:   
Donald J. Grump,  
its general partner