

**SAGE REALTY CORPORATION
DEFERRED COMPENSATION AGREEMENT**

**ALTERNATIVE REPORTING AND DISCLOSURE STATEMENT
FOR NON-QUALIFIED DEFERRED COMPENSATION PLANS
FOR A SELECT GROUP OF MANAGEMENT
OR HIGHLY COMPENSATED EMPLOYEES**

To the Secretary of Labor:

In compliance with the requirements of the alternative method of reporting and disclosure under Part I of Title I of the Employee Retirement Income Security Act of 1974 for unfunded or insured pension plans for a select group of management or highly compensated employees, specified in Department of Labor Regulations, 29 C.F.R. §2520.104-23, the following information is provided by the undersigned employer:

Name and Address of Employer:

Sage Realty Corporation
777 Third Avenue
New York, NY 10017

Employer Identification Number:

13-1254862

Sage Realty Corporation maintains one plan, the purpose of which is to provide deferred compensation to one highly compensated employee.

Dated: *May 21*, 1996

SAGE REALTY CORPORATION

By:  _____

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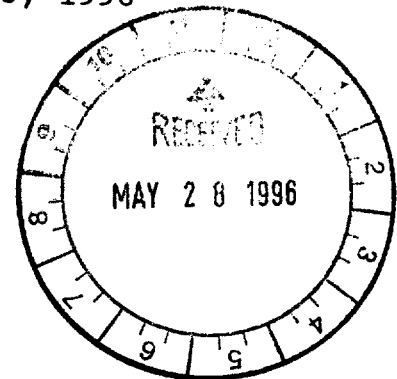
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May 23, 1996



Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5638
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210

Re: Sage Realty Corporation Deferred Compensation Agreement

Gentlemen:

In connection with the above-captioned, we are enclosing the Alternative Reporting and Disclosure Statement for Non-Qualified Deferred Compensation Plans for a Select Group of Management or Highly Compensated Employees.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Erwin Hass'.

Erwin Hass

EH/ci
(top-hat1.sag)
Enc.