

LFW

THIRTEENTH AMENDMENT TO THE OFFERING PLAN
A PLAN TO CONVERT TO COOPERATIVE OWNERSHIP

PREMISES:

BRISTOL APARTMENTS
78-14 AUSTIN STREET

FOREST HILLS, NEW YORK 11375

COPY

The Offering Plan to convert to cooperative ownership premises: Bristol Apartments, 78-14 Austin Street, Forest Hills, New York 11375, dated September 16, 1985, as amended by the First Amendment, dated September 3, 1985, the Second Amendment, dated October 17, 1985, the Third Amendment, dated January 10, 1986, the Fourth Amendment, dated February 7, 1986, the Fifth Amendment, dated July 2, 1986, the Sixth Amendment, dated February 27, 1987, the Seventh Amendment, dated December 3, 1987, the Eighth Amendment, dated June 17, 1988, the Ninth Amendment, dated August 4, 1989, the Tenth Amendment, dated June 13, 1990, the Eleventh Amendment, dated May 19, 1992, and the Twelfth Amendment, dated December 31, 1993 (collectively the "Plan") is further amended as follows:

1. Filing of Financial Statement

The instant amendment is being filed for the purposes of (a) filing the financial statements of Bristol Apartments, Inc. for the years ending December 31, 1993, 1994, 1995, 1996, and 1997, copies of which are annexed hereto as Exhibit A; and (b) disclosing the change in name of Sponsor, Sterling/Carl Marks Capital, Inc., formerly known as Sterling Commercial Capital, Inc.

2. Identity of Parties

The Sponsor is Sterling/Carl Marks Capital, Inc., formerly known as Sterling Commercial Capital, Inc.

The names, business addresses, background and experience of the Sponsor's principals who are actually involved in the offering are as follows:

Harvey Granat is President of the Sponsor. Mr. Granat is a commercial financier.

Harvey Rosenblatt is Executive Vice President of the Sponsor. Mr. Rosenblatt is a licensed real estate broker and certified public accountant.

Lawrence and Walsh, P.C., 215 Hilton Avenue, P.O. Box 1200, Hempstead, New York 11551, represents the Sponsor in connection with this transaction.

The Management Agent, First Management Corp., 34-03 Broadway, Astoria, New York, 11106, is unrelated to the Sponsor and its Principals.

3. Financial Obligations

The Sponsor intends to meet its financial obligations (pursuant to 13 NYCRR §18.5 (c)(3)(i), (iii) and (iv)), through rent receipts, sale of units as they occur and other assets of the Sponsor.

Financial obligations to the cooperative which will become due within twelve (12) months from the date of the amendment (other than payment of maintenance), including, but not limited to, reserve and working capital fund payments, and payments for repair and improvement obligations are the following:

None

The Sponsor, as holder of the Unsold Shares, is current on all financial obligations to the cooperative.

4. Prior Offerings

Prior offerings by the Sponsor are as follows: Homelawn Equities, a cooperative project located at 87-16 Homelawn Street, Jamaica, New York 11432. The Sponsor is the owner of approximately 50% of Homelawn Equities.

The Sponsor is current in all financial obligations to and in Home Equities.

5. Additional Information Concerning Unsold Shares.

There are presently Two Thousand Eight Hundred Thirty-Nine (2839) unsold shares remaining, as set forth at Schedule A, attached hereto. These unsold shares are unencumbered and the Sponsor and its officers and directors have no present knowledge of any arrears, obligations or monies owed or outstanding on account of said unsold shares.

The Sponsor is not in control of the Board of Directors.

The aggregate monthly maintenance payment for the units appurtenant to the Unsold Shares is \$5,779.98.

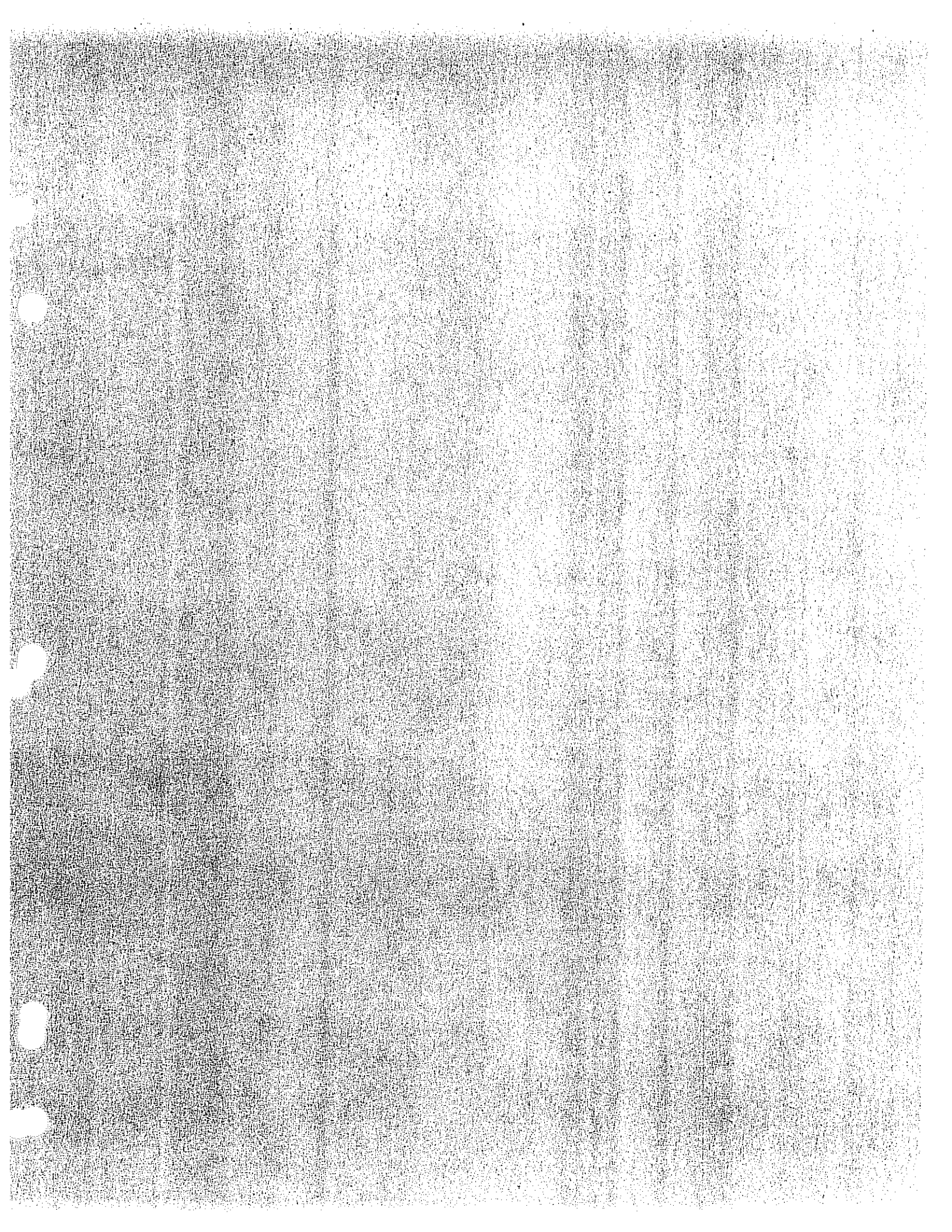
The aggregate of the monthly rents currently payable from tenants of units appurtenant to Unsold Shares is approximately \$4,584.41. A rent roll as of July 14, 1998 is included as part of Exhibit A.

* * *

All material changes of facts or circumstances affecting the property or the offering are included herein, unless the changes were described in prior amendment(s) submitted to you but not yet filed with the Department of Law. There are no other material changes of fact or circumstances affecting the property or the offering other than those included in this amendment.

Dated: September 4, 1998

STERLING/CARL MARKS CAPITAL, INC.,
formerly known as
STERLING COMMERCIAL CAPITAL, INC.
Sponsor and Holder of Unsold Shares



BRISTOL APARTMENTS
 78-14 AUSTIN STREET
 FOREST HILLS, NY 11375

(59 TOTAL UNITS IN BUILDING)

UNIT NO.	NO. OF ROOMS-ALL SHARES ONE BATH	MONTHLY MAINTENANCE	MONTHLY RENT PLUS FUEL CHG. LESS SR. CITZ. EXEMPTION	DIFFERENCE
J	204 3-1/2	415.31	825.00	409.69 ONE YEAR LEASE
2F	277 4-1/2	563.92	384.60	(179.32) CONTROLLED
2J	207 3-1/2	421.42	315.92	(105.50) CONTROLLED
3H	210 3-1/2	427.53	443.25	15.72 STABILIZED
4B	232 3-1/2	472.31	309.42	(162.89) CONTROLLED
4C	225 3-1/2	458.06	294.46	(163.60) CONTROLLED
5D	228 3-1/2	464.17	130.40	(333.77) CONTROLLED
5J	216 3-1/2	439.75	397.34	(52.41) STABILIZED
6B	238 3-1/2	484.53	297.67	(186.86) CONTROLLED
6E	305 4-1/2	620.93	396.35	(224.58) CONTROLLED
6F	289 4-1/2	588.60	0.00	(588.60) VACANT
6G	208 3-1/2	423.45	800.00	376.55 ONE YEAR LEASE
12 APTS.		\$5,779.92	\$4,584.41	(\$1,195.57)