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OSLER

Toronto

August 24, 2006

Montréal

Ottawa

Calgary

New York

Ontario Securities Commission
Suite 1800
20 Queen Street West
P.O. Box 55
Toronto, ON M5H 3S8

Attention: Mr. John Stevenson

Dear Sirs/Mesdames:

Sears Holdings Corporation

On behalf of Sears Holdings Corporation and SHLD Acquisition Corp. (collectively, the "Offeror") we hereby request that the Ontario Securities Commission (the "OSC") confirm that the order of the OSC dated August 8, 2006 (the "Order") under sections 104 and 127 of the Securities Act (Ontario) (the "Act") cease-trading the Offeror's take-over bid (the "Offer") for all of the common shares of Sears Canada Inc. ("Sears Canada") does not restrict the Offeror from: (i) making certain amendments to the Offer described below; and (ii) extending the Offer from time to time in the discretion of the Offeror. In the alternative, if the OSC considers that the Offeror is not permitted to take the actions contemplated in (i) and (ii) as a result of the Order, we hereby apply on behalf of the Offeror for relief from the OSC by way of granting a stay of the Order pursuant to subsection 9(2) of the Act, or otherwise, to permit the Offeror to take the actions contemplated in (i) and (ii) above. As the Offer expires on August 31, 2006, we request on behalf of the Offeror that the confirmation requested, or in the alternative the relief applied for, be provided on an expedited basis. We further request on behalf of the Offeror that this letter and application remain confidential until the earlier of the filing of the notice of variation by the Offeror or the granting of relief, if such relief is provided.

On August 9, 2006 the Offeror appealed from the Order (the "Appeal") to the Ontario Superior Court of Justice (Divisional Court). The Divisional Court will hear argument on the Appeal on September 18, 2006. The Offer is currently scheduled to expire on August 31, 2006. The Offeror proposes to amend the Offer to extend the Offer to September 29, 2006, in order to preserve the rights of the Offeror pending the outcome of the appellate process in relation to the Order, to make certain amendments to the Offer, which are contemplated by the Order, and to keep the Offer in existence. A draft copy of the proposed notice of variation which is proposed to be filed in substantially the attached form, sets out the proposed amendments to the Offer. The notice of variation will make clear in block and bold type that the Offeror is prohibited from making purchases under the Offer unless the order is set aside or the Offeror complies with the

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dgilchrist@osler.com
Our Matter Number: 1053316

OSLER

conditions specified in the Order. The notice of variation will also disclose that the depository under the Offer has been instructed not to accept further deposits of Sears Canada shares under the Offer pending the outcome of the appeal.

The Offeror does not believe that a stay of the Order is necessary to permit the Offeror to extend or otherwise amend the Offer. The Order does not by its terms prohibit amendments to the Offer, and in fact contemplates that the Offeror will be permitted to eliminate the cease trade by amending the Offer to give effect to the conditions specified in the Order. As a general principle, what is not prohibited by the Order, or otherwise by Ontario securities law, is permitted. As no additional purchases of Sears Canada common shares are permitted under the Offer as a result of the Order, and the Offeror has instructed the depository under the Offer not to accept further deposits under the Offer until the Order is set aside or the conditions specified in the Order have been complied with, there is no possibility of an amended Offer being in furtherance of a trade when no trading can or will occur under the Offer except in compliance with the Order or an order of an appellate court setting aside the Order. Accordingly, we request confirmation from the OSC that no stay or other step in relation to the Order is required in order to permit the Offeror from amending its Offer.

Alternatively, if the OSC considers that the Order prevents the Offeror from extending or amending the Offer, the Offeror requests that the OSC provide the Offeror with the required relief on an expedited basis in order to permit the Offeror to take the action contemplated in (i) and (ii) above. Shareholders of Sears Canada will not be prejudiced in any way by the proposed amendments to the Offer, which are already contemplated by the Order, nor by an extension of the Offer. As the Offer is scheduled to expire on August 31, 2006, the Offeror would be prejudiced if the necessary relief is not obtained on an expedited basis. A failure to extend the Offer could also render the Appeal moot, resulting in an effective denial of the Offeror's legal rights. (For example, if the Divisional Court vacates the Order or takes a different view of the appropriate remedy, if any, it will not be possible for the Offeror to extend or amend the Offer if it has expired. Apart from the obvious prejudice to the Offeror, such an outcome would also be detrimental to the interests of Sears Canada shareholders who may in those circumstances wish to tender to the Offer, and who will be unable to do so because of the previous expiry of the Offer.) If a stay of the Order is required, the Offeror requests that the relief also permit the Offeror to further extend the Offer in its discretion without the necessity of seeking any further relief from the OSC.

We understand from our discussions with Staff and the Secretary of the Commission earlier today that if this matter is not dealt with on consent (as Staff believes it should be), it can be dealt with expeditiously no later than Monday, August 28, 2006.

OSLER

Please call either me or my partners Don Ross or Mark Gelowitz with any questions you may have concerning the foregoing.

Yours very truly,



Donald G. Gilchrist
DGG:sab

Enclosures

- c. Ms. Margo Paul, *Ontario Securities Commission*
- Naizam Kanji, *Ontario Securities Commission*
- Michael Brown, *Ontario Securities Commission*
- Ms. Kelley McKinnon, *Ontario Securities Commission*
- Mr. Paul Steep, *McCarthy Tetrault, LLP*
- Mr. Peter Howard, *Stikeman Elliott LLP*
- Mr. Kent Thomson, *Davies Ward Phillips & Vineberg LLP*

This document is important and requires your immediate attention. If you are in doubt as to how to deal with it, you should consult your investment dealer, broker, bank manager, lawyer or other professional advisor.

The Offer has not been approved by any securities regulatory authority nor has any securities regulatory authority passed upon the fairness or merits of the Offer or upon the adequacy of the information contained in this document. Any representation to the contrary is an offence.

August ● , 2006

NOTICE OF VARIATION AND CHANGE IN INFORMATION

of the

OFFER TO PURCHASE FOR CASH

all of the Common Shares

of

SEARS CANADA INC.

not already held by SHLD Acquisition Corp. and its affiliates

at the price of

Cdn. \$18.00 per Common Share,

by

SHLD Acquisition Corp.,

a wholly owned indirect subsidiary of

Sears Holdings Corporation

SHLD Acquisition Corp. (the "Offeror"), a wholly owned indirect subsidiary of Sears Holdings Corporation ("Sears Holdings"), is amending its Offer to Purchase dated February 9, 2006 and accompanying circular (the "Original Offer"), as amended by the Notice of Extension dated March 20, 2006 (the "March 20 Notice") and the Notice of Extension and Variation dated April 4, 2006 (the "April 4 Notice") and the Notice of Variation and Change in Information dated April 7, 2006 (the "April 7 Notice"), to purchase any and all outstanding common shares of Sears Canada Inc. ("Sears Canada" or the "Company") other than Common Shares already held by the Offeror and its affiliates at the price of \$18.00 in cash per Common Share, in order to (1) extend the Offer; and (2) notify Shareholders of the other variations to the Offer described in this Notice of Variation and Change in Information (the "Notice").

On August 8, 2006, the OSC issued an order (the "Order") directing that the Offer be cease traded until the take-over bid circular in respect of the Offer is amended to include certain additional disclosure specified in the Order. On August 9, 2006, Sears Holdings and the Offeror jointly appealed from the Order (the "Appeal") to the Ontario Superior Court of Justice (Divisional Court). The Divisional Court will hear argument on this appeal on September 18, 2006.

AS A RESULT OF THE ORDER, THE OFFEROR IS PROHIBITED FROM TAKING UP AND PAYING FOR COMMON SHARES DEPOSITED UNDER THE OFFER UNLESS THE ORDER IS SET ASIDE OR SEARS HOLDINGS COMPLIES WITH THE CONDITIONS SPECIFIED IN THE ORDER.

The Original Offer, as amended by the March 20 Notice, the April 4 Notice, the April 7 Notice and this Notice, is herein referred to as the "Offer". Capitalized terms used herein but not defined in this Notice have the meanings set out in the Original Offer. This Notice should be read in conjunction with the Offer and the Letter of Transmittal and Notice of Guaranteed Delivery that accompanied the Original Offer, all of the provisions of which are incorporated herein by reference. Except as otherwise set forth herein, the terms and conditions previously set forth in the Offer and the related Letter of Transmittal and Notice of Guaranteed Delivery continue to be applicable in all respects.

The Offer has been extended to, and is open for acceptance until, 5:00 p.m. (Toronto time) on September 29, 2006 (the "Expiry Time"), and may be further extended, to preserve the Offeror's rights under the Offer pending the outcome of the appellate process, to incorporate certain amendments in it and to maintain the Offer in existence.

Questions and requests for assistance may be directed to Scotia Capital Inc. in Canada, to Scotia Capital (USA) Inc. in the United States (collectively referred to as the "Dealer Managers") or to CIBC Mellon Trust Company (the "Depositary"). Additional copies of this document, the Original Offer, the Letter of Transmittal and the Notice of Guaranteed Delivery may also be obtained without charge from the Dealer Managers or Depositary at their respective addresses shown on the last page of this document.

This document does not constitute an offer or a solicitation to any person in any jurisdiction in which such offer or solicitation is unlawful. The Offer is not being made to, nor will deposits be accepted from or on behalf of, Shareholders in any jurisdiction in which the making or acceptance of the Offer would not be in compliance with the laws of such jurisdiction. However, the Offeror may, in its sole discretion, take such action as it may deem necessary to extend the Offer to Shareholders in any such jurisdiction.

NOTICE TO SHAREHOLDERS IN THE UNITED STATES

The Offer is made for the securities of a Canadian issuer. The Offer is subject to applicable disclosure requirements in Canada. Shareholders should be aware that such requirements are different from those in the United States. Financial information regarding the Company included or referred to herein has been derived from publicly available financial statements which have been prepared in accordance with Canadian generally accepted accounting principles and thus may not be comparable to financial statements of United States companies.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that each of the Company and the Offeror is incorporated and located outside the United States and that some of their respective officers and directors are non-residents of the United States, that one of the Dealer Managers and all of the experts named in the Circular are non-residents of the United States, and that all or a substantial portion of the assets of the Offeror and said persons may be located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities law. It may be difficult to compel a foreign company and its affiliates to subject themselves to a U.S. court's jurisdiction.

All dollar references in the Offer are to Canadian dollars, unless otherwise indicated. On August 18, 2006, the noon rate of exchange as reported by the Bank of Canada was Cdn.\$1.00 = U.S.\$ 0.71.

FORWARD-LOOKING STATEMENTS

Some of the information in this Notice, the Original Offer, the March 20 Notice, the April 4 Notice and the April 7 Notice contain forward-looking statements that are subject to risks and based on a number of assumptions and other factors. See "FORWARD-LOOKING STATEMENTS" in the Original Offer.

NOTICE OF VARIATION AND CHANGE IN INFORMATION

August ● , 2006

TO: HOLDERS OF COMMON SHARES OF SEARS CANADA

This Notice amends and supplements the Original Offer, as amended by the March 20 Notice, the April 4 Notice and the April 7 Notice, pursuant to which the Offeror is offering to purchase, on the terms and subject to the conditions contained therein, any and all outstanding Common Shares of Sears Canada other than Common Shares already held by the Offeror and its affiliates at the price of \$18.00 in cash per Common Share. As a result of the dividend of \$0.06 per Common Shares Sears Canada declared on May 2, 2006, if and when the Offeror is permitted to acquire Common Shares under the Offer, Shareholders will receive \$17.94 in cash for their Common Shares.

Except as otherwise set forth herein, the terms and conditions previously set forth in the Original Offer and the related Letter of Transmittal and Notice of Guaranteed Delivery continue to be applicable in all respects. All references to the "Offer" in the Original Offer, the Letter of Transmittal, the Notice of Guaranteed Delivery and this Notice mean the Original Offer, as amended by the March 20 Notice the April 4 Notice, the April 7 Notice, and this Notice, and all references in such documents to the "Circular" mean the circular that accompanied the Original Offer as amended by the March 20 Notice, the April 4 Notice, the April 7 Notice, and this Notice. Unless the context requires otherwise, capitalized terms used herein but not defined herein have the respective meanings given to them in the Original Offer.

1. Extension of the Offer

In order to preserve the Offeror's rights under the Offer pending the outcome of the appellate process, to incorporate certain amendments in it and to maintain the Offer in existence, the Offeror has extended the Offer by extending the Expiry Time for the Offer from 5:00 p.m. (Toronto time) on August 31, 2006, to 5:00 p.m. (Toronto time) on September 29, 2006, and the Offer may be further extended pursuant to Section 5 of the Offer, "Extension and Variation of the Offer". Accordingly, the definition of "Expiry Time" in the Original Offer is amended to read in full as follows:

"Expiry Time" means 5:00 p.m. (Toronto time) on September 29, 2006 or such later time and date as may be fixed by the Offeror from time to time pursuant to Section 5 of the Offer to Purchase, "Extension and Variation of the Offer";

2. Recent Developments

Common Shares Taken Up under the Offer

As of the date of this Notice, the Offeror has taken up and paid for 17,831,202 Common Shares under the Offer. **AS A RESULT OF THE ORDER, THE OFFEROR IS PROHIBITED FROM TAKING UP AND PAYING FOR COMMON SHARES DEPOSITED UNDER THE OFFER UNLESS THE ORDER IS SET ASIDE OR SEARS HOLDINGS COMPLIES WITH THE CONDITIONS SPECIFIED IN THE ORDER.** The Offeror has instructed the Depositary not to accept any further Common Shares pending the outcome of the Appeal.

The Order

The Order issued by the OSC on August 8, 2006 directing that the Offer and any other offer made or to be made for shares of Sears Canada by Sears Holdings and the Offeror or any affiliate thereof be cease traded until the take-over bid circular in respect of the Offer or any other offer is amended to include the additional disclosure specified in the Order. On August 9, 2006, Sears Holdings and the Offeror commenced the Appeal. The Appeal will be heard by the Divisional Court on September 18, 2006. The following is a summary of the principal terms of the Order.

Pursuant to the Order the OSC has directed (1) Sears Holdings and the Offeror to comply with Part XX of the Securities Act, R.S.O. 1990, c. S.5 ("Ontario Securities Law") in respect of the Offer and all other offers made or to be made for Common Shares; (2) the directors and senior officers of Sears Holdings and the Offeror to cause their respective corporations to comply with and to cease to contravene Ontario Securities Law; (3) that the Offer and any other offer made or to be made for Common Shares by Sears Holdings and the Offeror or any affiliate thereof is cease traded until the take-over bid circular in respect of the Offer or any other offer is amended to disclose (a) that Sears Holdings and the Offeror will exclude from the calculation of the required majority of the minority approval, on the anticipated second step subsequent acquisition transaction or any other offer and subsequent acquisition transaction in the future, the votes attached to the Common Shares held by or acquired from Scotia Capital Inc., The Bank of Nova

Scotia and The Royal Bank of Canada which are the subject of the Support Agreements, and (b) the identities and interests of the parties to the Support Agreements and a description of the material terms of the Support Agreements; (4) that the Offer for shares of Sears Canada by Sears Holdings and the Offeror is cease traded until the Take-Over Bid Circular in respect of the Offer is amended to disclose (a) the existence and terms of the release granted to Vornado Realty L.P. (“Vornado”) pursuant to a deposit agreement between Vornado, Sears Holdings and the Offeror dated April 1, 2006 (the “Vornado Deposit Agreement”), and (b) the grant by Sears Holdings of an identical release to all shareholders of Sears Canada who have tendered or will tender to the Offer or whose shares are acquired under the second step subsequent acquisition transaction, and (c) that Sears Holdings will exclude from the calculation of the required majority of the minority approval, on the anticipated second step subsequent acquisition transaction, the votes attached to the shares of Sears Canada held by or acquired by Sears Holdings and the Offeror from Vornado pursuant to the Vornado Deposit Agreement.

Variations to the Offer in Response to the Order

Sears Holdings and the Offeror believed at the time of the Original Offer and continue to believe that (1) the Offer complies with Ontario Securities Law, and (2) that the directors and senior officers of Sears Holdings and the Offeror have caused their respective corporations to comply with Ontario Securities Law.

Extension of the Vornado Release

In the Vornado Deposit Agreement, Sears Holdings provided the following release (the “Release”) to Vornado:

“In consideration for entering into the foregoing agreement, Sears Holdings Corporation, for itself and its affiliates, hereby releases Vornado Realty L.P. and its affiliates (and their respective officers, directors, employees and agents) from any and all claims and demands of any nature arising out of or otherwise based upon the activities of Vornado Realty L.P., and its affiliates (and their respective officers, directors, employees and agents) in connection with Vornado Realty L.P.’s acquisition and disposition of Common Shares of Sears Canada Inc. and entering into and performing this Agreement (it being understood and agreed that this release shall not apply to any claim relating to non-performance or breach by Vornado Realty L.P. of this Agreement). In addition, Sears Holdings Corporation agrees, promptly after the Sears Canada Control Time, to cause Sears Canada Inc. to execute an instrument expressly agreeing to this release on behalf of itself and its subsidiaries.”

Sears Holdings and the Offeror continue to believe that the Release granted to Vornado by Sears Holdings has no value, was not a material fact and that the disclosure set out in the April 4 Notice complied with the requirements of Ontario Securities Law. Consistent with and by reason of that belief, Sears Holdings is content to make the Release an element of the Offer. Accordingly, Sears Holdings, for itself and its affiliates, hereby grants an identical release to the Release granted to Vornado, set out above, to all shareholders of Sears Canada who have tendered or will tender to the Offer or whose shares are acquired under the second step subsequent acquisition transaction.

Consultation Right

Sears Holdings and the Offeror continue to believe that all of the material terms of the Support Agreements with Scotia Capital Inc., The Bank of Nova Scotia and The Royal Bank of Canada were disclosed in the in the April 7 Notice and that the Support Agreements comply with Ontario Securities Law. Sears Holdings and the Offeror do not believe that the “consultation right” granted pursuant to the Support Agreements constitutes a material term, nor do they believe that the existence of such right confers consideration of any value upon the counterparties to the Support Agreements. Consistent with and by reason of that belief, Sears Holdings is providing the identical “consultation right” to all holders of Common Shares as an element of the Offer. Accordingly, it shall be a term of the Offer that, without prejudice to any rights or remedies that a Shareholder may possess in law or in equity, in the event that for any reason Sears Holdings does not complete a transaction whereby all of the outstanding Common Shares are either acquired or cancelled in consideration for \$18.00 per share in cash (the “Transaction”) by December 15, 2006, Sears Holdings will consult with each Shareholder who wishes to be consulted as to what future steps should be taken to enable the Shareholder to dispose of its Common Shares. In the event that no Transaction is completed by December 15, 2006, Sears Holdings will establish a facility for such consultations that will apply identically to all Shareholders, including the counterparties to the Support Agreements.

THE FOREGOING VARIATIONS TO THE OFFER DO NOT SATISFY ALL OF THE CONDITIONS SPECIFIED IN THE ORDER. ACCORDINGLY, THE ORDER DIRECTING THAT THE OFFER BE CEASE TRADED REMAINS IN FULL FORCE AND EFFECT.

Offeror's Plans for Sears Canada

In the Original Offer, the Offeror advised the Shareholders that if the Offer is completed but the Offeror and its affiliates do not then own 100% of the outstanding Common Shares, the Offeror intended, depending on the number of Common Shares it acquired, to acquire all remaining Common Shares not then owned through a second-stage transaction. The Offeror also advised the Shareholders that if at least a majority of the aggregate outstanding Common Shares (on fully-diluted basis) not currently owned by the Offeror and its affiliates were acquired by the Offeror under the Offer (the "Second Stage Threshold"), the Offeror intended to acquire the remaining Common Shares in a second stage transaction pursuant to a Compulsory Acquisition or a Subsequent Acquisition Transaction. As a result of entering into the Support Agreements discussed above, the Offeror does not intend to pursue a Compulsory Acquisition, if available. In addition, the Offeror will pursue a Subsequent Acquisition Transaction in the form of the Transaction described above and intends the Transaction to be completed in December 2006.

3. Withdrawal of Deposited Common Shares

Shareholders have the right to withdraw Common Shares deposited pursuant to the Offer and not taken up under the circumstances and in the manner described in Section 6 of the Offer to Purchase, "Withdrawal of Deposited Common Shares". As a result of this Notice, Common Shares deposited to the Offer may be withdrawn by or on behalf of the depositing Shareholders at any time prior to 12:00 a.m. (local time) on September 5, 2006 or thereafter if the Common Shares have not been taken up by the Offeror pursuant to the Offer.

4. Payment for Deposited Common Shares

As a result of the Order, the Offeror is prohibited from taking up and paying for Common Shares deposited under the Offer unless the Order is set aside or Sears Holdings complies with the conditions imposed by the Order. Therefore, the Offeror has instructed the Depositary not to accept any further Common Shares pending the outcome of the Appeal. Should the Offeror become no longer prohibited by the Order from taking up and paying for Common Shares under the Offer, any Common Shares validly deposited under the Offer (and not withdrawn pursuant to Section 6 of the Offer to Purchase, "Withdrawal of Deposited Common Shares") will be taken up and paid for promptly, and in any event, within ten calendar days of such deposit. Common Shares taken up will be paid for within three business days after they are taken up. See Section 7 of the Offer to Purchase, "Payment for Deposited Common Shares".

5. Variations to the Original Offer

The Original Offer, as amended by the March 20 Notice, the April 4 Notice, the April 7 Notice shall be read as amended in order to give effect to the specified amendments set forth in this Notice and consequential amendments in accordance with this Notice are deemed to be made where required to the Offer, the Letter of Transmittal and the Notice of Guaranteed Delivery.

6. Offerees' Statutory Rights

Securities legislation in certain of the provinces and territories of Canada provides securityholders of the Company with, in addition to any other rights they may have at law, rights for rescission or to damages, or both, if there is a misrepresentation in a circular or notice that is required to be delivered to such securityholders. However, such rights must be exercised within prescribed time limits. Shareholders should refer to the applicable provisions of the securities legislation of their province or territory for the particulars of those rights or consult with a lawyer.

7. Directors' Approval

The contents of this Notice have been approved and the sending thereof to the Shareholders has been authorized by the board of directors of the Offeror.

CERTIFICATE OF THE OFFEROR

DATED: August ● , 2006

The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made. In addition, the foregoing does not contain any misrepresentation likely to affect the value or the market price of the Common Shares which are the subject of the Offer.

(Signed) DENE ROGERS
President

(Signed) WILLIAM GABB
Secretary

**On behalf of the Board of Directors of
the Offeror**

(Signed) WILLIAM C. CROWLEY
Director

(Signed) WILLIAM R. HARKER
Director

CERTIFICATE OF SEARS HOLDINGS CORPORATION

DATED: August ● , 2006

The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made. In addition, the foregoing does not contain any misrepresentation likely to affect the value or the market price of the Common Shares which are the subject of the Offer.

(Signed) AYLWIN B. LEWIS
President and Chief Executive Officer

(Signed) WILLIAM C. CROWLEY
Executive Vice President, Chief Financial Officer and
Chief Administrative Officer

**On behalf of the Board of Directors of
Sears Holdings Corporation**

(Signed) RICHARD C. PERRY
Director

(Signed) STEVEN T. MNUCHIN
Director

The Depositary for the Offer is:

CIBC MELLON TRUST COMPANY

For Delivery by Mail:

P.O. Box 1036
Adelaide Street Postal Station
Toronto, Ontario
M5C 2K4

For Delivery by Courier or by Hand:

199 Bay Street
Commerce Court West
Securities Level
Toronto, Ontario
M5L 1G9

For Information contact:

Telephone: (416) 643-5500
Toll Free: 1-800-387-0825
E-Mail: inquiries@cibcmellon.com

The Dealer Managers for the Offer are:

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