
Its: V.P

DATED: March 11, 1997

NEW ABCO HOLDINGS, INC

By: /s/ Joram C. Salig

Its: V.P

DATED: March 11, 1997

KOLL REAL ESTATE GROUP, INC.

By: /s/ Raymond J. Pacini

Raymond J. Pacini
Its Chief Financial Officer

DATED: March 11, 1997

THE HENLEY GROUP, INC

By: /s/ Sandra G Sciutto

Sandra Sciutto
Its Senior Vice President and
Controller

DATED: March 11, 1997

NEW HENLEY HOLDINGS, INC

By: /s/ Sandra G. Sciutto

Sandra Sciutto
Its Senior Vice President and
Controller

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APPROVED AS TO FORM AND CONTENT:

DATED: March 11, 1997

By: /s/ Steven Fasman