

UNITED STATES DISTRICT COURT FOR  
THE DISTRICT OF COLUMBIA

RICHARD EDELMAN,	)	
	)	
	)	
Plaintiff,	)	
	)	
v.	)	Case: 1:14-cv-1140 (RDM)
	)	Assigned: Moss, Randolph D.
SECURITIES AND EXCHANGE	)	Description: FOIA
COMMISSION,	)	
	)	
Defendant.	)	
	)	

**DECLARATION OF SAMUEL T. KLUCK**

I, Samuel T. Kluck, declare as follows:

1. I am a Legal Branch Chief in the Office of Real Estate and Commodities (“Office of Real Estate”) in the Division of Corporation Finance (“CF”) of the United States Securities and Exchange Commission (“SEC”). In this position, which I have held since February 2008, I serve as a supervisor and senior legal adviser for the Office of Real Estate and CF.

2. From February 2012 through October 2013, one of my duties was serving as a reviewer on the Form S-4 registration statement filed by Empire State Realty Trust, Inc. (“ESRT”) with the SEC. ESRT owns, among other things, the Empire State Building (“ESB”) in New York City. In February 2012, ESRT filed the Form S-4 registration statement that involved a consent solicitation to approve the consolidation of several properties, including ESB, into ESRT which would then qualify as a real estate investment trust. I, along with Angela McHale and David Orlic, two other attorneys in the Commission’s CF, reviewed the registration statement and related filings.

3. In making this declaration, I have relied on my personal knowledge, on information I have obtained from others in connection with the review of ESRT’s registration

statement, and on information in files that CF routinely maintains in the ordinary course of its business to assure the accuracy of this declaration to the best of my information and belief.

4. During my review of ESRT's registration statement, I interacted with counsel to ESRT and many investors who held interests in ESB. Some investors expressed their strong objections to the consolidation and submitted complaints regarding the transaction and the disclosure in the registration statement.

5. During my review of ESRT's registration statement, I received many emails, telephone calls and written correspondence from investors regarding their concerns. A number of these investors expressed their fear that ESRT management would retaliate against them if ESRT discovered that they submitted complaints to the SEC regarding the transaction. In addition, a number of investors communicated with me only with the understanding that the SEC would try to keep their comments and complaints confidential.

I declare under penalty of perjury that the forgoing is true and correct.

Executed on August 24, 2016.



Samuel T. Kluck  
Legal Branch Chief  
Division of Corporate Finance  
Securities and Exchange Commission