

**EXHIBIT O**

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*September 27, 2012*

**VIA FEDERAL EXPRESS**

Rochelle Pazer  
5 Magnolia Lane  
Woodbury, New York 11797

Steven J. Shore  
Ganfer & Shore, LLP  
360 Lexington Avenue  
New York, New York 10017

Re: Notice of Mintz Group Exercise of Right to Purchase all Shares owned by the Pazer Group under the Shareholders' Agreement of Astoria Holdings Corp. ("Company") dated as of July 31, 2011 ("Shareholders Agreement")

Dear Ms. Pazer:

This letter serves as notice (the "Purchase Notice") pursuant to Sections 4.8.3 and 8.2(a) of the Shareholders Agreement of the election by the Mintz Group (as defined in the Shareholders Agreement) to purchase all of the Shares in the Company owned by the Pazer Group (as defined in the Shareholders Agreement), predicated on the parties' failure to resolve a Deadlock with respect to major decisions facing the Company. Capitalized terms used and not defined herein shall have the meaning(s) ascribed to same under the Shareholders Agreement.

Please select your Qualified Appraiser within ten (10) days after your receipt of this Purchase Notice, in accordance with the provisions of the Shareholders Agreement, and advise us of such selection.

Furthermore, you are hereby notified in accordance with Shareholders Agreement Section 11.1.2 that the following new address is added as a notice address for the Mintz Group, in addition to the other notice addresses for the Mintz Group provided therein:

GUTTENBERG & COLVIN LLP


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Alan B. Guttenberg  
Guttenberg & Colvin LLP  
101 Lucas Valley Road, Ste. 216  
San Rafael, California 94903

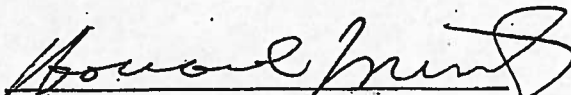
Very truly yours,

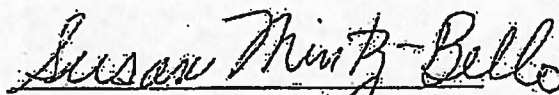
GUTTENBERG & COLVIN LLP

By

  
Alan B. Guttenberg

The Mintz Group:

  
Howard Mintz, Trustee of the Mintz QTIP  
Trust

  
Susan Mintz Bello, Individually and as  
Trustee of the Mintz QTIP Trust