

COPY

Recording Requested by
And After Recording Mail to:

Karen Diaz
City Clerk
City of Pleasanton
123 Main Street
Pleasanton, CA 94566



2008077432 02/28/2008 64:00 PM
OFFICIAL RECORDS OF ALAMEDA COUNTY
PATRICK O'CONNELL
RECORDING FEE: 0 00



19 PGS

PURSUANT TO
G.C. 27383 &
G.C. 6103

No fee

**THIRD AMENDMENT TO PHASE I AND PHASE II DEVELOPMENT AGREEMENTS
BETWEEN THE CITY OF PLEASANTON AND PRUDENTIAL INSURANCE
COMPANY OF AMERICA**

THIS **THIRD** AMENDMENT TO THE PHASE I AND PHASE II DEVELOPMENT AGREEMENTS is effective as of the 4th day of January 2008, is entered into between THE CITY OF PLEASANTON ("City") a municipal corporation of the State of California, and successors in interest to the PRUDENTIAL INSURANCE COMPANY OF AMERICA (whose names and parcels owned are set forth on the Signature Pages) and amends those development agreements, as amended, recorded in Alameda County on January 6, 1984, Instrument #84-003542, January 9, 1984, Instrument #84-004109, on May 1, 1986, Instrument #86-103893, on September 28, 1993, Instrument #93-343172, and on November 23, 1994, Instrument #94-366829.

The Phase I and Phase II Development Agreements, as amended, and as referred to above, are further amended as follows:

A. Paragraph A of the First Amendment to Phase I and Phase II Development Agreements is amended to read:

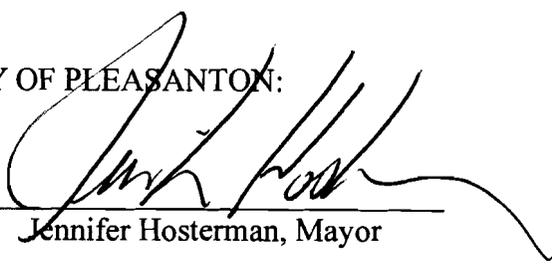
"A. For the parties to this Amendment, the Phase I Development Agreement and Phase II Development Agreement, as amended, shall be extended to expire on December 31, 2013. The sole effect of this Amendment shall be that signatory Properties which have not fully developed in accordance with their rights under the existing Development Agreements, as amended, shall have five additional years in which to complete development under the existing Development Agreements, as amended. A map of the Properties subject to this Amendment is attached as Exhibit A"



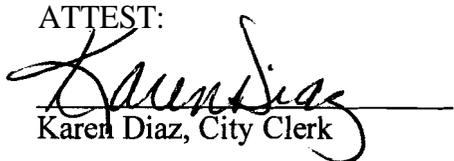
IN WITNESS WHEREOF, the parties hereto have executed this Third Amendment to Phase I and Phase II Development Agreement effective as of the date first above written.

CITY OF PLEASANTON:

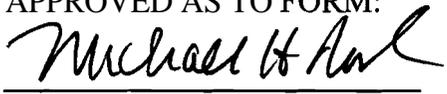
By:


Jennifer Hosterman, Mayor

ATTEST:

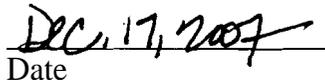

Karen Diaz, City Clerk

APPROVED AS TO FORM:


Michael H. Roush
City Attorney

PROPERTY OWNERS:


Bradley P. Griggs, Chief Investment Officer
BRE Properties Inc.
525 Market Street, 4th Floor
San Francisco, CA 94105
Phone: 415.445.6576
Email: bgriggs@Breproperties.com


Date

Owner: Site 7 E
APN 941-2778-010 (part)
8.17 acres

Johnathan R. Perry, Vice-President
El Purchaser (CA) QRS 15-85, Inc.
c/o W.P. Carey & Co. LLC
50 Rockefeller Plaza
New York, NY 10020
Phone: 212.492.8905
Email: jperry@wpcarey.com

Date

Owner: Site 7 G
APN 941-2778-010 (part)
8.418 acres

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

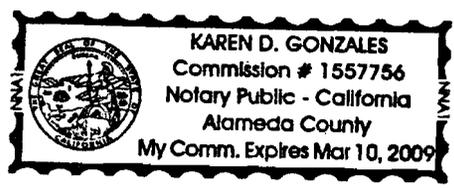
State of California

County of Alameda }

On 01-17-08 before me, Karen D. Gonzales, Notary Public
Date Here Insert Name and Title of Officer

personally appeared Jennifer Hosterman
Here Insert Name and Title of the Of Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Karen D. Gonzales
Signature of Notary Public

Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Third Amendment to Phase I and Phase II Development Agm'ts.

Document Date: 01-04-08 Number of Pages: 2

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: Jennifer Hosterman

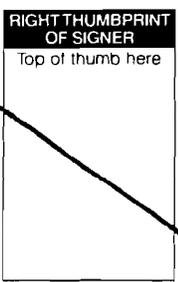
- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Francisco

On December 17, 2007 before me, Christina M Vega Notary Public

personally appeared Bradley P. Briggs

personally known to me

(or proved to me on the basis of satisfactory evidence)



to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Place Notary Seal Above

Christina M Vega
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Third Amendment To Phase I and Phase II Development Agreements

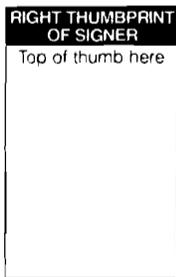
Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

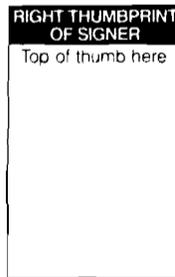
- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

IN WITNESS WHEREOF, the parties hereto have executed this Third Amendment to Phase I and Phase II Development Agreement effective as of the date first above written.

CITY OF PLEASANTON:

By: _____
Jennifer Hosterman, Mayor

ATTEST:

Karen Diaz, City Clerk

APPROVED AS TO FORM:

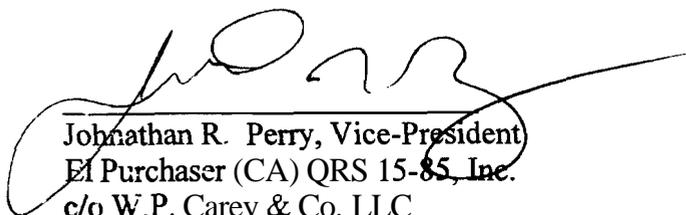
Michael H. Roush
City Attorney

PROPERTY OWNERS:

Bradley P. Griggs, Chief Investment Officer
BRE Properties Inc.
525 Market Street, 4th Floor
San Francisco, CA 94105
Phone: 415.445.6576
Email: bgriggs@Breproperties.com

Date

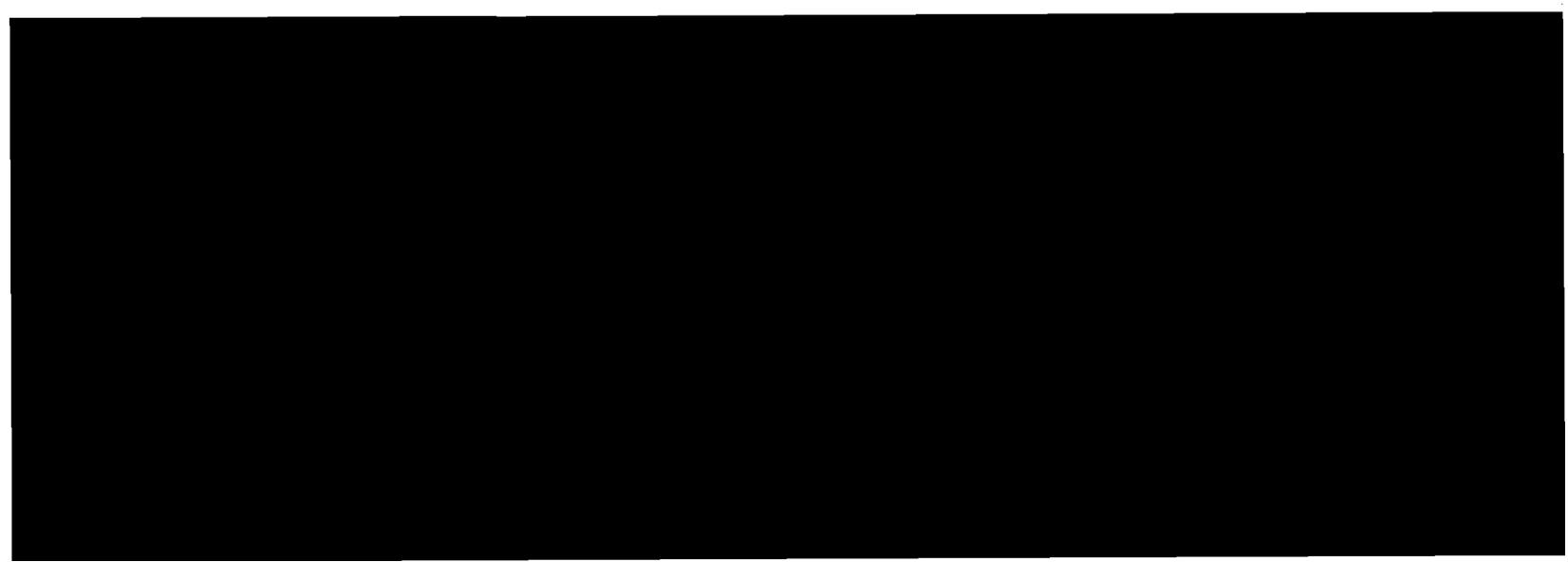
Owner: Site 7 E
APN 941-2778-010 (part)
8.17 acres

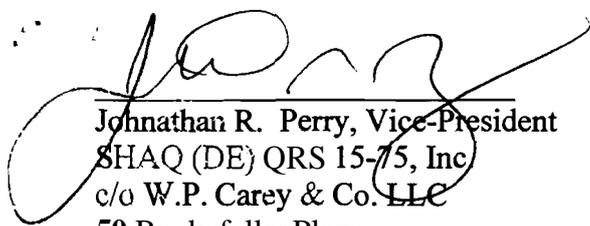


Johnathan R. Perry, Vice-President
El Purchaser (CA) QRS 15-85, Inc.
c/o W.P. Carey & Co. LLC
50 Rockefeller Plaza
New York, NY 10020
Phone: 212.492.8905
Email: jperry@wpcarey.com

1-10-2008
Date

Owner: Site 7 G
APN 941-2778-010 (part)
8.418 acres





Johnathan R. Perry, Vice-President
SHAQ (DE) QRS 15-75, Inc
c/o W.P. Carey & Co. LLC
50 Rockefeller Plaza
New York, NY 10020
Phone: 212.492.8905
Email: jperry@wpcarey.com

1-10-2008
Date

Owner: Site 7 F
APN 941-2778-010 (part)
12.143 acres

Mario Torres, Vice President, Finance and Services
Roche Molecular Systems, Inc.
P.O. Box 9002
Pleasanton, CA 94566 0900
Phone: 925.730.8290
Email: grerr.canfield@roche.com

Date
Owner: Site 6
APN 941-2761-003
33.364 acres

Pleasanton Paper, LP, a Texas limited partnership
By: CCP General Partner, Inc. a Texas corporation,
General partner

Date
Owner: Site 10 B
APN 941-2763-029
22.37 acres

By: _____
Name: Scott Riley
Title: Vice President
c/o Cardinal Capital Partners, Inc.
8214 Westchester Drive, Suite 9 FL
Dallas, TX 75225
Phone: 214.696.3600
Email: shaire@cardinalcapital.com



State of New York
County of New York

On January 10, 2008 before me, Gina Seibert, a notary public for said county and said state, personally appeared Jonathan Perry who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

signature Gina Seibert (Seal)

GINA SEIBERT
Notary Public, State of New York
Qualified in New York County
Commission Expires August 6, 2011

state of New York
County of New York

On January 10, 2008 before me, Gina Seibert, a notary public for said county and said state, personally appeared Jonathan Perry who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Gina Seibert (Seal)

GINA SEIBERT
Notary Public, State of New York
No. 01SE6172272
Qualified in New York County
Commission Expires August 6, 2011



Johnathan R. Perry, Vice-President
SHAQ (DE) QRS 15-75, Inc.
c/o W.P. Carey & Co. LLC
50 Rockefeller Plaza
New York, NY 10020
Phone: 212.492.8905
Email: jperry@wpcarey.com



Mario Torres, Vice President, Finance and Services
Roche Molecular Systems, Inc.
P.O. Box 9002
Pleasanton, CA 94566 0900
Phone: 925.730.8290
Email: gren.canfield@roche.com

Date

Owner: Site 7 F
APN 941-2778-010(part)
12.143 acres

DEC-10-07

Date

Owner: Site 6
APN 941-2761-003
33.364 acres

Pleasanton Paper, LP, a Texas limited partnership
By: CCP General Partner, Inc. a Texas corporation,
General partner

By: _____

Name: Scott Riley
Title: Vice President
c/o Cardinal Capital Partners, Inc.
8214 Westchester Drive, Suite 9 FL
Dallas, TX 75225
Phone: 214.696.3600
Email: shaire@cardinalcapital.com

Date

Owner: Site 10 B
APN 941-2763-029
22.37 acres

ACKNOWLEDGMENT

State of California
County of Alameda)

On Dec. 10, 2009 before me, Joan Gordon Flanagan, Notary Public
(insert name and title of the officer)

personally appeared Mario Torres, V.P. F' + Services,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are
subscribed to the within instrument and acknowledged to me that he/she/they executed the same in
his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the
person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing
paragraph is true and correct.

WITNESS my hand and official seal.

Signature Joan Gordon Flanagan (Seal)



THIRD AMENDMENT TO PHASE I AND PHASE II DEVELOPMENT
AGREEMENTS BETWEEN CITY OF PLEASANTON AND PRUDENTIAL
INSURANCE COMPANY OF AMERICA

Johnathan R. Perry, Vice-President
SHAQ (DE) QRS 15-75, Inc.
c/o W.P. Carey & Co. LLC
50 Rockefeller Plaza
New York, NY 10020
Phone: 212.492.8905
Email: jperry@wpcarey.com

Date

Owner: Site 7 F
APN 941-2778-010 (part)
12.143 acres

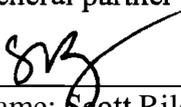
Mario Torres, Vice President, Finance and Services
Roche Molecular Systems, Inc.
P.O. Box 9002
Pleasanton, CA 94566 0900
Phone: 925.730.8290
Email: gren.canfield@roche.com

Date

Owner: Site 6
APN 941-2761-003
33.364 acres

Pleasanton Paper, LP, a Texas limited partnership
By: CCP General Partner, Inc. a Texas corporation,
General partner

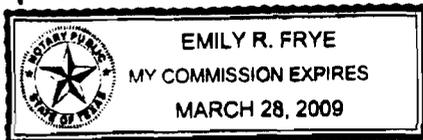
12-r7-07
Date
Owner: Site 10 B
APN 941-2763-029
22.37 acres

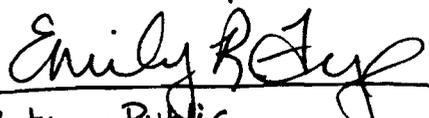
By: 

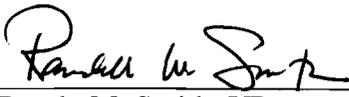
Name: Scott Riley
Title: Vice President
c/o Cardinal Capital Partners, Inc.
8214 Westchester Drive, Suite 9 FL
Dallas, TX 75225
Phone: 214.696.3600
Email: shaire@cardinalcapital.com

STATE of TEXAS
COUNTY of DALLAS

This instrument was acknowledged before me on this 17th day of December, 2007, by Scott Riley, as Vice President of CCP General Partner, Inc., a Texas corporation, General Partner of Pleasanton Paper, LP, a Texas limited ~~partnership~~ partnership.




Notary Public
State of Texas
Commission Expires: 3/28/2009



Randy M. Smith, VP
Oracle
4500 Oracle Lane
Pleasanton, CA 94588
Phone: 925.694.8566
Email: roland,yamanaka@oracle.com

12/17/2007
Date

Owner: Site 57 and 56 C
A.P.N. 941-2778-004-01 (Site 57)
APN 941-2778-003-05 (Site 56C)
17.81 acres (Site 57)
20.538 acres (Site 56C)

Richard Jordan, President & CEO
SafeAmerica Credit Union
6001 Gibraltar Drive
Pleasanton, CA 94588
Phone: 925.847.8317
Email: rjordan@safeamerica.com

Date

Owner: Site 5F
APN 941-2759-048-00
2.097 acres

Victor Quint, President & CEO
1st United Services Credit Union
5901 Gibraltar Drive
Pleasanton, CA 94588
Phone: 925.598.4800
Email: administration@1stuscu.org

Date

Owner: Site 35A
APN 941-2759-046-00
1.8 acres

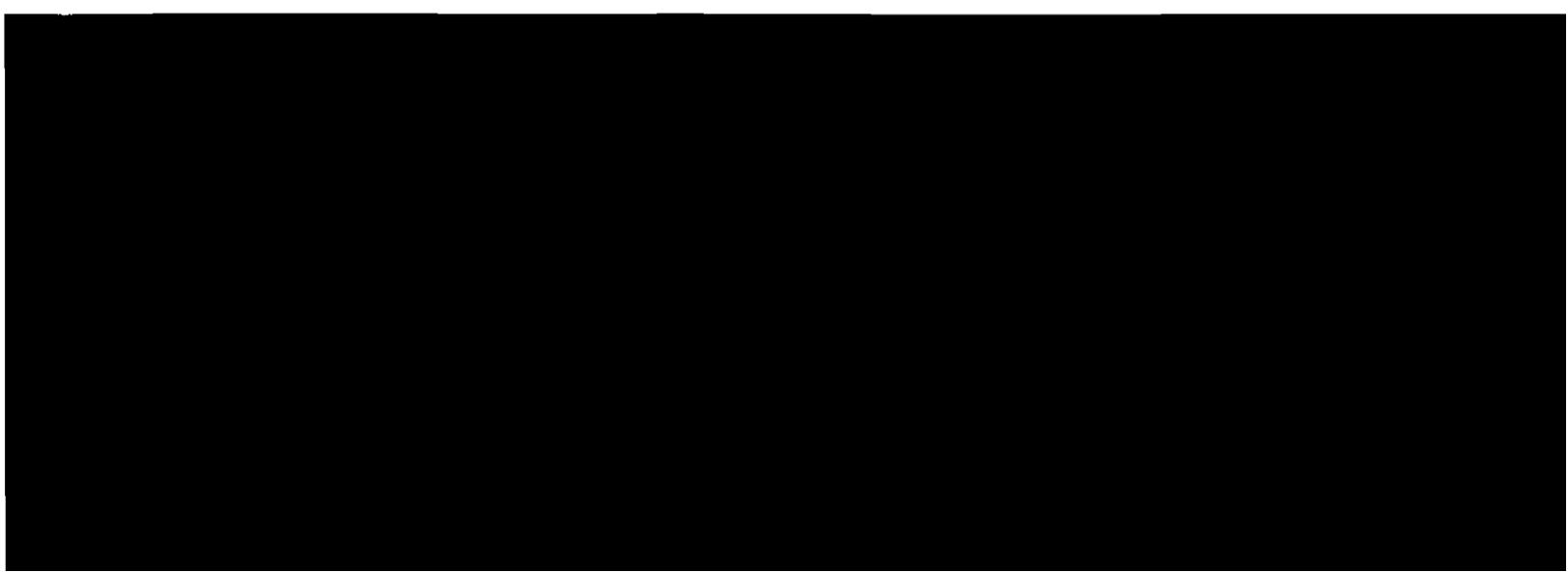
Wal-Mart Real Estate Business Trust, a
Delaware statutory trust

Date:

By: _____
Name: John E. Clarke
Its: Regional Vice President
2001 Southeast 10th Street
Bentonville, AR 72716
Email: j.clarke@wal-mart.com

Owner of Site 58A
APN 941-2779-007-00
15.11 acres

Attach Acknowledgements



CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Mateo }

On 12-17-07 before me, Theresa Fiandor, notary public,
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Randall W. Smith.
Name(s) of Signer(s)

personally known to me

(or proved to me on the basis of satisfactory evidence)



to be the person(s) whose name(s) is are subscribed to the within instrument and acknowledged to me that she they executed the same in his her/their authorized capacity(ies), and that by his her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Place Notary Seal Above

Signature Theresa Fiandor
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Third Amendment to Phase I and phase II

Document Date: 12-17-07 Number of Pages: 5

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: Randall W. Smith

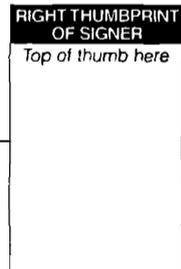
- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing: _____

Signer's Name: _____

- Individual
- Corporate Officer — Title(s): _____
- Partner — Limited General
- Attorney in Fact
- Trustee
- Guardian or Conservator
- Other: _____

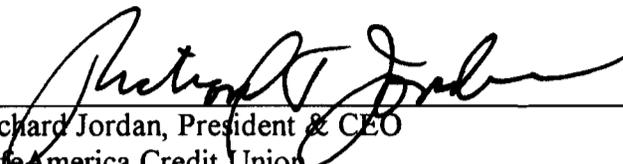


Signer Is Representing: _____

Randy M. Smith, VP
Oracle
4500 Oracle Lane
Pleasanton, CA 94588
Phone: 925.694.8566
Email: roland,yamanaka@oracle.com

Date

Owner: Site 57 and 56 C
A.P.N. 941-2778-004-01 (Site 57)
APN 941-2778-003-05 (Site 56C)
17.81 acres (Site 57)
20.538 acres (Site 56C)



Richard Jordan, President & CEO
Safe America Credit Union
6001 Gibraltar Drive
Pleasanton, CA 94588
Phone: 925.847.8317
Email: rjordan@safeamerica.com

12-21-07
Date

Owner: Site 5F
APN 941-2759-048-00
2.097 acres

Victor Quint, President & CEO
1st United Services Credit Union
5901 Gibraltar Drive
Pleasanton, CA 94588
Phone: 925.598.4800
Email: administration@1stuscu.org

Date

Owner: Site 35A
APN 941-2759-046-00
1.8 acres

Wal-Mart Real Estate Business Trust, a
Delaware statutory trust

Date:

By: _____
Name: John E. Clarke
Its: Regional Vice President
2001 Southeast 10th street
Bentonville, AR 72716
Email: j.clarke@wal-mart.com

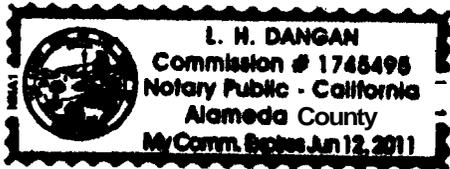
Owner of Site 58A
APN 941-2779-007-00
15.11 acres

Attach Acknowledgements

STATE OF CALIFORNIA
COUNTY OF ALAMEDA

On December 21.2007, before me, L. H. Dangan, Notary Public.

personally appeared Richard Jordan



(This area for official notarial seal)

personally known to me(or who proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in this/her/their authorized capacity(ies), and that by this/her/their signature(s) on the instrument the person(@, or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

L. H. Dangan

DESCRIPTION OF ATTACHED DOCUMENT
THIRD AMENDMENT TO PHASE 1 & PHASE
I DEV. AGREEMENT BETWEEN CITY OF PLEASANTON

DESCRIPTION OF DOCUMENT (OPTIONAL)

AND PROBENTIAL INSURANCE
COMPANY OF AMERICA

Randy M. Smith, VP
Oracle
4500 Oracle Lane
Pleasanton, CA 94588
Phone: 925.694.8566
Email: roland,yamanaka@oracle.com

Date
Owner: Site 57 and 56 C
A.P.N. 941-2778-004-01 (Site 57)
APN 941-2778-003-05 (Site 56C)
17.81 acres (Site 57)
20.538 acres (Site 56C)

Richard Jordan, President & CEO
SafeAmerica Credit Union
6001 Gibraltar Drive
Pleasanton, CA 94588
Phone: 925.847.8317
Email: rjordan@safearnerica.com

Date
Owner: Site 5F
APN 941-2759-048-00
2.097 acres


Matt Mucio, Manager, Facilities
1st United Services Credit Union
5901 Gibraltar Drive
Pleasanton, CA 94588
Phone: 925.847.4916
Email: mmucio@1stuscu.org

12-6-07
Date
Owner: Site 35A
APN 941-2759-046-00
1.8 acres

Wal-Mart Real Estate Business Trust, a
Delaware statutory trust

By: _____
Name: John E. Clarke
Its: Regional Vice President
2001 Southeast 10th Street
Bentonville, AR 72716
Email: j.clarke@wal-mart.com

Date: _____
Owner of Site 58A
APN 941-2779-007-00
15.11 acres

Attach Acknowledgements

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California
County of Alameda } ss.

On 12-6-07, before me, Michelle Montano,
Name and Title of Officer (e.g., 'Jene Doe, Notary Public')

personally appeared Matt Mucio,
Name(s) of Signer(s)

- personally known to me
proved to me on the basis of satisfactory evidence

to be the person(s) whose name(s) is/are
subscribed to the within instrument and
acknowledged to me that he/she/they executed
the same in his/her/their authorized
capacity(ies), and that by his/her/their
signature@) on the instrument the person(s), or
the entity upon behalf of which the person(s)
acted, executed the instrument.



WITNESS my hand and official seal.

Place Notary Seal Above

Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document
and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document:

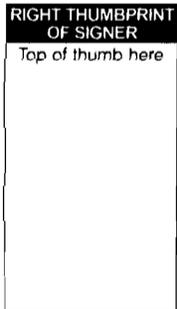
Document Date: Number of Pages:

Signer(s) Other Than Named Above:

Capacity(ies) Claimed by Signer

Signer's Name:

- Individual
Corporate Officer - Title(s):
Partner - Limited General
Attorney in Fact
Trustee
Guardian or Conservator
Other:



Signer Is Representing:

Randy M. Smith, VP
Oracle
4500 Oracle Lane
Pleasanton, CA 94588
Phone: 925.694.8566
Email: roland,yamanalca@oracle.com

Date
Owner: Site 57 and 56 C
A.P.N. 941-2778-004-01 (Site 57)
APN 941-2778-003-05 (Site 56C)
17.81 acres (Site 57)
20.538 acres (Site 56C)

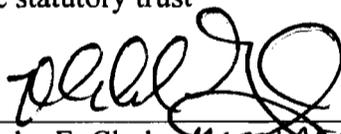
Richard Jordan, President & CEO
SafeAmerica Credit Union
6001 Gibraltar Drive
Pleasanton, CA 94588
Phone: 925.847.8317
Email: rjordan@safeamerica.com

Date
Owner: Site 5F
APN 941-2759-048-00
2.097 acres

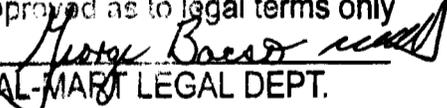
Victor Quint, President & CEO
1st United Services Credit Union
5901 Gibraltar Drive
Pleasanton, CA 94588
Phone: 925.598.4800
Email: administration@1stuscu.org

Date
Owner: Site 35A
APN 941-2759-046-00
1.8 acres

Wal-Mart Real Estate Business Trust, a
Delaware statutory trust

By: 
Name: ~~John E. Clarke~~ MICHAEL E. GARDNER
Its: Regional Vice President
2001 Southeast 10th Street
Bentonville, AR 72716
Email: j.clarke@wal-mart.com

Date: 12-27-07
Owner of Site 58A
APN 941-2779-007-00
15.11 acres

Approved as to legal terms only
by 
WAL-MART LEGAL DEPT.
Date: 12-27-07

Attach Acknowledgements

STATE OF ARKANSAS)
) ss.
COUNTY OF BENTON)

On December 27, 2007, before me, Jane Bennett
Notary Public, personally appeared Michael E. Gardner,
personally known to me (or proved to me on the basis of satisfactory evidence) to be the
person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to
me that he/she/they executed the same in his/her/their authorized capacity(ies), and that
by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of
which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Signature Jane Bennett (Seal)

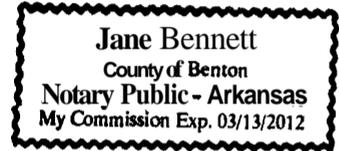
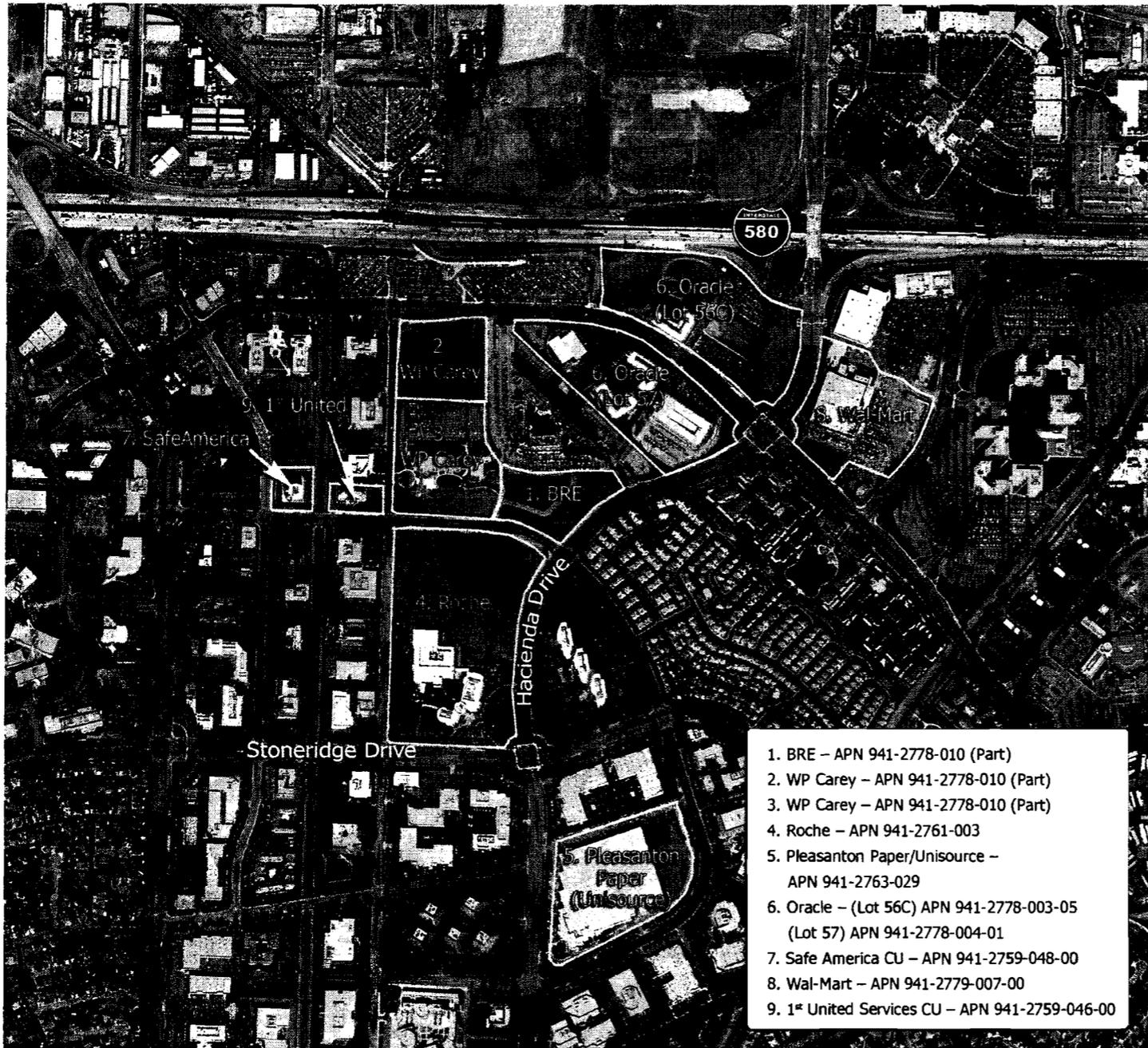




Exhibit A. A fully legible copy of this aerial photograph designated Exhibit A is on file with the original Agreement at the Office of the City Clerk, City of Pleasanton, 123 Main Street, Pleasanton CA 94566



- 1. BRE – APN 941-2778-010 (Part)
- 2. WP Carey – APN 941-2778-010 (Part)
- 3. WP Carey – APN 941-2778-010 (Part)
- 4. Roche – APN 941-2761-003
- 5. Pleasanton Paper/Unisource – APN 941-2763-029
- 6. Oracle – (Lot 56C) APN 941-2778-003-05 (Lot 57) APN 941-2778-004-01
- 7. Safe America CU – APN 941-2759-048-00
- 8. Wal-Mart – APN 941-2779-007-00
- 9. 1st United Services CU – APN 941-2759-046-00