

Address of Premises
Stafford Place II
4201 Wilson Blvd
Arlington, VA 22203

This Agreement, made and entered into this date by and between Stafford Place Associates LP
whose address is: C/O Carr Real Estate Services
200 North Glebe Road, Suite 100
Arlington, VA 22203-0000

Hereinafter called the Lessor, and the United States of America, hereinafter called the Government
WHEREAS, the parties hereto desire to amend the above Lease
NOW THEREFORE, these parties for the considerations hereinafter covenant and agree that the said lease is hereby amended as follows.

This purpose of this Supplementary Lease Agreement (SLA#39) is to clarify the terms of lease GS-11B-00143.

Effective May 1, 2005, the Government occupies a total of 469,303 USF (539,084 RSF) of office and related space at the Stafford Place II Building.

The space was acquired for the following terms:

- 453,257 USF of office space,	effective January 1, 1994	through	December 31, 2013
- 3,404 USF of first floor space,	effective June 7, 1994	through	December 31, 2013
- 33 USF of storage space,	effective June 19, 1998	through	December 31, 2013
- 500 USF of lobby space,	effective June 19, 1998	through	December 31, 2013
- 10,086 USF for the child care facility	effective October 1, 1998	through	December 31, 2013
- 2,023 USF of retail space	effective September 1, 2001	through	August 31, 2009
469,303 USF	539,084 RSF		

There are also 9 structured parking spaces, and 2 surface parking spaces included in this lease at no additional charge, as well as 3,544 square feet of outside playground area in conjunction with the childcare facility.

Rent shall be paid in accordance with the following schedule:

Effective January 1, 2004, the annual rental for years 11-15 of the lease term is established at \$15,050,302.09 (\$30.44 x 463,343 USF, \$42.50 x 3,404 USF, \$11.00 x 33 USF, \$26.87 x 500 USF, \$31.85 x 2,023 USF, \$224,935.38 TA amortization, \$498,305.24 accrued operating cost escalations through January 1, 2004). This rent is payable at a rate of \$1,254,191.84 per month in arrears. This annual rental is also established to correct the rental figures specified in previous SLAs 36 and 37.

Effective September 1, 2006, the annual rental is established at \$15,143,609.57 (\$30.44 x 463,343 USF, \$42.50 x 3,404 USF, \$11.00 x 33 USF, \$26.87 x 500 USF, \$36.92 x 2,023 USF, \$581,356.11 accrued operating cost escalations through January 1, 2005). This rent is payable at \$1,261,967.46 per month in arrears.

Effective October 1, 2008, the annual rental will be reduced by \$224,935.38 due to end of the amortization term for the Tenant Improvement costs used to buildout the child care facility. The total amount of tenant improvement allowance utilized for this purpose was \$1,418,427, amortized at 10%, over the ten year term between October 1, 1998 - September 30, 2008. Therefore, effective October 1, 2008, the annual rent is established at \$14,918,674.19 (\$30.44 x 463,343 USF, \$42.50 x 3,404 USF, \$11.00 x 33 USF, \$26.87 x 500 USF, \$36.92 x 2,023 USF, \$581,356.11 accrued operating cost escalations). This rent is payable at \$1,243,222.85 per month in arrears.

Effective January 1, 2009, the annual rental for years 16-20 of the lease term is established at \$15,852,168.19 (\$32.44 x 463,343 USF, \$44.50 x 3,404 USF, \$11.00 x 33 USF, \$26.87 x 500 USF, \$36.92 x 2,023 USF, \$581,356.11 accrued operating cost escalations). This rent is payable at \$1,321,014.02 per month in arrears.

Effective September 1, 2009, the square footage of the lease is reduced to 467,280 USF (536,760 RSF). The annual rent is likewise reduced to \$15,777,479.03 (\$32.44 x 463,343 USF, \$44.50 x 3,404 USF, \$11.00 x 33 USF, \$26.87 x 500 USF, \$581,356.11 accrued operating cost escalations). This rent is payable at \$1,314,789.92 per month in arrears.

Additional accrued operating cost escalations and real estate tax escalations are to be paid in addition to the annual rents identified above.

The operating cost base currently in effect for this space is \$1,951,014.77, and the base index used for calculating operating cost escalation is the December 1993 index. This operating cost base and index will remain in effect throughout the remaining term of the lease, unless there is additional expansion or release of space. Current accrued operating cost escalations are \$581,356.11 through January 1, 2005.

The % of Government occupancy in the building is 96% and the tax base is established as \$891,704.04 (1993 base year).

The Government shall continue to pay directly to the provider for separately metered utilities of electricity and water usage.

This lease shall expire on December 31, 2013.

All other terms and conditions of the lease shall remain in force and effect.

IN WITNESS WHEREOF, the parties subscribed their names as of the above date

Lessor: Stafford Place Associates LP
By: [Redacted] Stafford Place Corp., Its General Partner
Vice President
Title
In the presence of: [Redacted]
U.S. [Redacted] Yvette M. Green
Contracting Officer, GSA, NCR, PBS, DC South Service Delivery Team
Official Title