

<b>GENERAL SERVICES ADMINISTRATION PUBLIC BUILDING SERVICES</b>  <b>SUPPLEMENTAL LEASE AGREEMENT</b>	SUPPLEMENTAL AGREEMENT No. 12	DATE October <u>26</u> 2009
	TO LEASE NO. <b>GS-03B-07358</b>	
ADDRESS OF PREMISE Main Post Office Building 2970 Market Street Philadelphia, PA 19104	PDN Number <b>PS0015850</b>	

THIS AGREEMENT, made and entered into this date by and between United States Postal Service, whose address is 2970 Market Street, Philadelphia, PA 19104 hereinafter called the Lessor, and the UNITED STATES OF AMERICA, hereinafter called the Government:

WHEREAS, the parties hereto desire to clarify the above Lease to establish and summarize the approved prices for previously issued Notices To Proceed for Tenant Improvements as indicated below and to indicate which cost shall be considered to be part of the Tenant Improvement Allowance and which cost shall be reimbursable on a lump sum basis.

NOW THEREFORE, these parties for the considerations hereinafter mentioned covenant and agree that the said Lease is amended, effective as of the date hereof, as follows:

Set forth below is a list of the approved prices for previously issued Notices To Proceed for Tenant Improvements.

NOTICE TO PROCEED	DATE	TI Allowance	Lump-sum
X-8 [REDACTED]	9/17/09		\$ [REDACTED]
X-9 Revised Conference Room	5/6/09	[REDACTED]	
X-10 Replace Loading Dock Door	5/28/09		\$ [REDACTED]
X-11 Bulletin 1 Constr Docs	6/12/09	[REDACTED]	
X-12 Light Wells Shades	7/29/09	[REDACTED]	
X-14 Bulletin 2	9/10/09		\$ [REDACTED]
X-15 Column Line 6 Changes			[REDACTED]
Millwork/Casework	6/3/09	[REDACTED]	
Aluminum & Glass	5/29/09	[REDACTED]	
Interior Stone & Tile	5/29/09	[REDACTED]	
Carpet & Resilient Flooring	5/29/09	[REDACTED]	
Painting	5/22/09	[REDACTED]	
Window Treatments	5/5/09	[REDACTED]	
Hoisting Allowance NTP allowance	9/16/09	[REDACTED]	
Utilities Allowance		[REDACTED]	
Servery Casework in ASI 7	9/8/09		[REDACTED]
Wall Covering		[REDACTED]	
ASI 1 (OPCO #002)	8/11/09	[REDACTED]	
ASI 3 and 3R		[REDACTED]	[REDACTED]
ASI 4 (OPCO #003)	8/18/09	[REDACTED]	
ASI 5 + 5R (OPCO #004)	8/18/09	[REDACTED]	
ASI 6 (OPCO #001)	9/8/09	[REDACTED]	
ASI #8		[REDACTED]	
<b>Total</b>		<b>\$6,818,891.95</b>	<b>\$ 431,841.40</b>

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The total cost of all the Tenant Improvements associated with the work identified in the above-referenced Notice to Proceed column is \$7,250,733.35, of which \$6,818,891.95 shall be considered as part of the Tenant Improvement Allowance as set forth in Section 1.7 of the Lease Specifications, and the remaining balance of \$431,841.40 set forth in the Lump-sum column shall be paid directly to the Lessor based on invoices received as this work is completed in accordance with the instructions set forth below in Section 5.

2. As of the date hereof, the Tenant Improvement Allowance approved by the Government in accordance with the provisions of the Lease is \$25,347,509.33, which number is the sum of the Tenant Improvement amount set forth in Section 3 of Amended and Restated Supplemental Lease Agreement No. 8 in the amount of \$18,528,617.38 plus \$6,818,891.95 as set forth herein.

3. In addition to the approved Tenant Improvement Allowance, as of the date hereof the following Tenant Improvements to be funded via lump-sum payments by the Government to Developer that have been authorized in those certain Supplemental Lease Amendments:

Supplemental Lease Amendment (PDN Number)	Description of Tenant Improvement	Approved Cost of Tenant Improvement
SLA # 1 (PS0012095)	Boiler Design Documentation	\$ [REDACTED]
SLA #2 (PS0012333)	[REDACTED]	\$ [REDACTED]
SLA # 3 (PS0013594)	Portion of Construction Documents	\$ [REDACTED]
SLA # 4 (PS0013956)	Design and Construction of Boilers	\$ [REDACTED]
SLA #6 (PS0015034)	Portion of Design Changes	\$ [REDACTED]
Amended and Restated SLA #7 (PS0015271)	Reconciliation of TI in Core Shell and TI Scope Reduction	\$ [REDACTED]
Amended and Restated SLA #8 (PS0015517)	NTP Summary, Lump-sum TI work and [REDACTED] Funding	\$ [REDACTED]
SLA # 10 (PS0015651)	Tele/ Data and Security Additional Work	[REDACTED]
SLA # 11 (PS0015917)	Audio Visual Additional Work	[REDACTED]
SLA # 12 (PS0015850)	NTP Summary and Lump Sum TI Work	\$ [REDACTED]
<b>Total</b>		<b>\$ 15,341,340.43</b>

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4. The attached Amendment No. 12 to the Memorandum of Understanding of the same date is hereby incorporated into the above-referenced Lease.

5. The cost of the work identified above in Section 1 in the amount \$431,841.40 shall be submitted for review and payment based on monthly progress billings as the work is completed. Properly executed monthly invoices shall be forwarded to: General Services Administration, Greater Southwest Region, (7BC), P. O. Box 17181, Forth Worth, Texas 76102-0181. A copy of the invoice must also be forwarded to the Contracting Officer at: General Services - Administration, Chesapeake Service Center, 20 North Eighth Street, 9th Floor, Philadelphia, PA 19107-2191, ATTN: John McFadden.. For an invoice to be considered proper, it must: a) be received after the execution of this SLA, 2) reference the PDN number specified on this SLA, 3) Include a unique, vendor supplied invoice number, 4) Indicate exact payment amount requested, and 5) payee name and address must be specified and match exactly the Lessor's name and address listed above, or, if completed, the remittance name and address listed below. If Lessor chooses to have payments sent to an address other than the one listed above, that remittance address must be entered here: Brandywine Cira Post Office LP, c/o Mark Kraus, Brandywine Realty Trust, 2970 Market Street, Construction Trailer, Philadelphia, PA 19104-5064. Payment will become due within 30 days after receipt of a properly executed invoice.

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

IN WITNESS WHEREOF, the parties subscribed their names to this SLA No. 12 as of the above date.

LESSOR: <u>United States Rental Service</u>	
BY <u>[Redacted]</u>	<u>CONTRACTING OFFICER</u> (Title)
IN THE PRESENCE OF <u>[Redacted]</u>	<u>[Redacted]</u> (Address)
UNITED STATES OF AMERICA	
BY _____ (Signature)	<u>Contracting Officer</u> (Official Title)

Initials: [Signature] Lessor      [Signature] Government