

CITY OF OAKLAND



DALZIEL BUILDING • 250 FRANK H. OGAWA PLAZA, SUITE 5313 • OAKLAND, CALIFORNIA 94612-2034

Successor Redevelopment Agency
Project Implementation Division

(510) 238-3015
FAX (510) 238-3691
TDD (510) 839-6451

December 9, 2014

Ms. Tina L. Winter
Senior Commercial Escrow Officer
First American Title Insurance Company
National Commercial Services
30 North LaSalle Street, Suite 2700
Chicago, IL 60602

Re: Escrow Instructions – Sears Lease Disposition and Development Agreement
Transfer and Assignment and First and Second Amendment.
ESCROW NO. NCS - 585514E

Dear Ms. Winter:

This letter constitutes escrow instructions submitted by the Oakland Redevelopment Successor Agency, a public body, corporate and politic ("ORSA"), in connection with that certain Lease Disposition and Development Agreement ("LDDA") by and between the Redevelopment Agency of the City of Oakland ("Agency") and Sears Development Co., a Delaware corporation ("Sears"), dated October 18, 2005 and recorded on October 20, 2005, as Document No. 2005454030, for the development of a Sears Auto Center at 2000-2016 Telegraph Avenue and 490 Thomas L. Berkeley Way. ORSA is the successor agency to the Agency pursuant to California Health and Safety Code Section 34173.

ORSA wishes to consent to the assignment of the LDDA from Sears as Assignor to W/L Broadway Telegraph Owner VII, L.L.C. a Delaware limited liability company ("BTO" or "Assignee"), and to amend the LDDA to extend project completion dates on payment of an extension fee (the "Extension Fee") in the amount of One Hundred Thousand Dollars (\$100,000.00) and a reduction of ORSA's contingent payment obligation.

A. Deposits into Escrow.

The following items are to be deposited into the above-referenced escrow (the "Escrow"):

1. Five (5) original copies of the *Transfer of Rights and Assignment and Assumption Agreement of Lease Disposition and Development Agreement for the Sears Auto Center (the "Transfer Agreement")*, dated as of December 9, 2014 by and between the Sears as Assignor and BTO as Assignee and consented to by ORSA.
2. Five (5) original copies of a *First Amendment to Lease Disposition and Development Agreement for the Sears Auto Center (the "First Amendment")*, dated as of December 9, 2014 by and between Sears and ORSA, executed and duly acknowledged by the ORSA Administrator.
3. Five (5) original copies of a *Second Amendment to Lease Disposition and Development Agreement for the Sears Auto Center (the "Second Amendment")*, dated as of December 9, 2014 by and between BTO and ORSA.

B. Conditions of Closing.

You may close the above referenced Escrow only upon the fulfillment of the following conditions:

1. You have received in counterparts all duly notarized signatures on each of the five (5) copies of the three (3) documents listed above under Paragraph A.1-3.
2. You have received a wire payment in the amount of \$100,000 for the Extension Fee from Sears payable to ORSA.
3. You have received oral authorization from Krishna Pettitt (who can be reached at (510-238-3603), or if she is unavailable, Jens Hillmer (who can be reached at 510-238-3317), to close the Escrow.
4. When all the conditions precedent to closing set forth in this Paragraph B have been fully satisfied, you are authorized to do all of the following:
 - (a) Record the Transfer Agreement, First Amendment and Second Amendment, in that order, in the Official Records of Alameda County, California.
 - (b) Disburse to ORSA the Extension Fee in the amount of \$100,000 pursuant to the following wire instructions, with a confirmation to Jens Hillmer to the following financial institution:

Beneficiary Bank:	JPMorgan NA.
Bank Location:	San Francisco
ACH/Wire Routing Number:	322271627 City of Oakland – Oakland Redevelopment Successor Agency

Beneficiary:	Successor Agency
Beneficiary Account No.:	570893391
Tax ID:	946000384
Type of Account:	Checking
Reference:	Sears LDDA

- (c) Deliver to the Sears one (1) original and one (1) conformed copy (with the Recorder's recording stamp) of the Transfer Agreement and First Amendment.
 - (d) Deliver to BTO one (1) original and one (1) conformed copy (with the Recorder's recording stamp) of the Transfer Agreement, First Amendment and Second Amendment.
 - (e) Deliver to ORSA (i) three (3) originals and one (1) conformed copy (with the Recorder's recording stamp) of the Transfer Agreement, First Amendment and Second Amendment, and (ii) your final closing statement for ORSA under the Escrow.
5. Krishna Pettitt of the City Attorney's Office or, if she is unavailable, Jens Hillmer of the City of Oakland's Office of Economic Development and Workforce Development, Project Implementation Provision, are hereby authorized to execute any amendment to these instructions in connection with the Escrow and approve closing of the Escrow on behalf of ORSA.

This letter of escrow instructions may be terminated or modified at any time prior to closing by a letter signed by or on behalf of the undersigned by the persons authorized in these instructions.

If the Escrow fails to close on or before December 31, 2014, you are to return all funds to the respective parties from whom you received such funds and you are to return all documents in your possession relating to this Escrow to the party depositing same, unless you receive written instructions, signed by or on behalf of the undersigned or by the persons authorized in Paragraph 5 hereof, regarding how to otherwise proceed.

If you have any questions, please do not hesitate to contact Krishna Pettitt at 510-238-3603, or Jens Hillmer at 510-238-3317.

Sincerely,



JENS HILLMER
Urban Economic
Coordinator

CITY OF OAKLAND



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Successor Redevelopment Agency
Economic & Workforce Development Department

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December 10, 2014

Ms. Tina L. Winter
Senior Commercial Escrow Officer
First American Title Insurance Company
National Commercial Services
30 North LaSalle Street, Suite 2700
Chicago, IL 60602

Re: Escrow Instructions – Sears Lease Disposition and Development Agreement
Transfer and Assignment and First and Second Amendment
ESCROW NO. NCS - 585514E - Amendment No. 1

Dear Ms. Winter:

This letter amends the escrow instructions dated December 9, 2013, submitted by the Oakland Redevelopment Successor Agency, a public body, corporate and politic ("ORSA"), in connection with that certain Lease Disposition and Development Agreement ("LDDA") by and between the Redevelopment Agency of the City of Oakland ("Agency") and Sears Development Co., a Delaware corporation ("Sears"), dated October 18, 2005 and recorded on October 20, 2005, as Document No. 2005454030, for the development of a Sears Auto Center at 2000-2016 Telegraph Avenue and 490 Thomas L. Berkeley Way. ORSA is the successor agency to the Agency pursuant to California Health and Safety Code Section 34173.

Paragraph B. 4(a) is hereby deleted and the following is substituted therefor:

- (a) Record the First Amendment, the Transfer Agreement and Second Amendment, in that order, in the Official Records of Alameda County.

If you have any questions, please do not hesitate to contact Krishna Pettitt at 510-238-3603, or Jens Hillmer at 510-238-3317.

Sincerely,

A handwritten signature in black ink, appearing to read "Jens Hillmer", written over a horizontal line.

JENS HILLMER
Urban Economic Coordinator

Hillmer, J H

From: Hillmer, J H
Sent: Wednesday, December 10, 2014 3:54 PM
To: 'Winter, Tina'; Ball, Daniel; Pettitt, Krishna
Cc: Drew@lane-partners.com; scott@lane-partners.com; Pinto@Waltonst.com; Melinda.JesseSmith@searshc.com
Subject: RE: ESCROW NO. NCS - 585514E

Thank you!

Jens Hillmer
Urban Economic Coordinator
Economic & Workforce
Development Department
Project Implementation Division
City of Oakland
250 Frank H. Ogawa Plaza, Ste. 5313
Oakland, CA 94612
Tel.: 510-238-3317

Jhhillmer@oaklandnet.com

From: Winter, Tina [mailto:TiWinter@firstam.com]
Sent: Wednesday, December 10, 2014 3:13 PM
To: Hillmer, J H; Ball, Daniel; Pettitt, Krishna
Cc: Drew@lane-partners.com; scott@lane-partners.com; Pinto@Waltonst.com; Melinda.JesseSmith@searshc.com
Subject: RE: ESCROW NO. NCS - 585514E

Confirmed. Attached are the revised pdf's.

Thanks,

Tina L. Winter
Senior Commercial Escrow Officer



First American

First American Title Insurance Company
National Commercial Services
30 North LaSalle Street, Suite 2700 Chicago, IL 60602

Tel: 312-917-7231
Direct Fax: 866-578-7587
Email: tiwinter@firstam.com

From: Hillmer, J H [mailto:JHillmer@oaklandnet.com]
Sent: Wednesday, December 10, 2014 4:46 PM
To: Winter, Tina; Ball, Daniel; Pettitt, Krishna
Cc: Drew@lane-partners.com; scott@lane-partners.com; Pinto@Waltonst.com; Melinda.JesseSmith@searshc.com
Subject: RE: ESCROW NO. NCS - 585514E

Hi Tina:

Thank you! As a follow-up to our conversation a few minutes ago, please confirm that you will use the PDF documents that we sent you by email last night and of which you will receive originals by mail tomorrow for the recording.

Jens Hillmer
Urban Economic Coordinator
Economic & Workforce
Development Department
Project Implementation Division
City of Oakland
250 Frank H. Ogawa Plaza, Ste. 5313
Oakland, CA 94612
Tel.: 510-238-3317
Jhillmer@oaklandnet.com

From: Winter, Tina [<mailto:TiWinter@firstam.com>]

Sent: Wednesday, December 10, 2014 2:37 PM

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Cc: Drew@lane-partners.com; scott@lane-partners.com; Pinto@Waltonst.com; Melinda.JesseSmith@searshc.com

Subject: RE: ESCROW NO. NCS - 585514E

Thanks everyone for your quick response. I will release the wire and provide a fed reference number upon receipt.

Thanks,

Tina L. Winter
Senior Commercial Escrow Officer



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Tel: 312-917-7231
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Email: tiwinter@firstam.com

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Subject: RE: ESCROW NO. NCS - 585514E

Tina:

You are hereby authorized to close the escrow with the PDFs that you forwarded to us, provided that you will replace the PDF copies with the original signature pages of the docs for recording. Please also note that we would like to change the recording order as follows: Record the First Amendment, the Transfer Agreement and Second Amendment, in that order, in the Official Records of Alameda County. Revised escrow instructions to that effect will follow shortly.

Please do not hesitate to contact me if you have any questions.

Thank you!

Jens

Jens Hillmer
Urban Economic Coordinator
Economic & Workforce
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To: Ball, Daniel; Hillmer, J H; Pettitt, Krishna

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Melinda.JesseSmith@searshc.com

Subject: RE: ESCROW NO. NCS - 585514E

Attached are pdf's of the documents.

Thanks,

Tina L. Winter
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Subject: RE: ESCROW NO. NCS - 585514E
Importance: High

Jens and Krishna,

It looks like the original documents you sent will not make it to Tina until tomorrow morning (per the USPS tracking number: EM539450446US). We do, however, have the pdf copies that Jens sent. I spoke with Melinda (Sears' counsel, copied here), and we are both fine closing using the pdf signatures from Oakland and the originals of the other signatures. Tina is assembling pdfs of the fully executed documents right now. When the original Oakland signatures come in tomorrow, Tina will slip in those original signature pages and send the docs for recording.

Jens and Krishna, we just need your sign off to close on the pdf signatures from Oakland as described above. Can you please let us know asap if that is ok?

Thanks, Dan

Daniel D. Ball

GIBSON DUNN

Gibson, Dunn & Crutcher LLP
555 Mission Street, San Francisco, CA 94105-0921
Tel +1 415.393.8375 • Fax +1 415.374.8440 • Cell +1 310.743.6560
DBall@gibsondunn.com • www.gibsondunn.com

From: Hillmer, J H [<mailto:JHillmer@oaklandnet.com>]
Sent: Tuesday, December 09, 2014 5:14 PM
To: tiwinter@firstam.com
Cc: Drew@lane-partners.com; Ball, Daniel; Pettitt, Krishna
Subject: ESCROW NO. NCS - 585514E

Dear Ms. Winter:

Attached please find electronic copies of documents related to the escrow referenced above as well as escrow instructions. We have sent the original documents by overnight mail. Please confirm receipt of the documents once they have arrived.

If you have any questions, please contact me at 510.238.3317.

Thank you!

Jens Hillmer
Urban Economic Coordinator
Economic & Workforce
Development Department
Project Implementation Division
City of Oakland

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Oakland, CA 94612
Tel.: 510-238-3317
Jhhillmer@oaklandnet.com

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Thank you.~

FAFLD

Hillmer, J H

From: Jesse Smith, Melinda <Melinda.JesseSmith@searshc.com>
Sent: Thursday, December 11, 2014 12:53 PM
To: 'Winter, Tina'; Hillmer, J H; Ball, Daniel; Pettitt, Krishna
Cc: Drew@lane-partners.com; scott@lane-partners.com; Pinto@Waltonst.com
Subject: RE: ESCROW NO. NCS - 585514E

Thanks Tina. I might have missed it in my emails but please email me the Fed Ref. No. so that I have it for the file.

Thanks,

Melinda Jesse-Smith

*Assistant General Counsel - Real Estate
Sears Holdings Management Corporation
3333 Beverly Road, BC-119B
Hoffman Estates, IL 60179
Phone: 847-286-3059
Fax: 847-286-2286
Email: melinda.jessesmith@searshc.com*

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From: Winter, Tina [<mailto:TiWinter@firstam.com>]
Sent: Thursday, December 11, 2014 2:36 PM
To: Hillmer, J H; Ball, Daniel; Pettitt, Krishna
Cc: Drew@lane-partners.com; scott@lane-partners.com; Pinto@Waltonst.com; Jesse-Smith, Melinda
Subject: RE: ESCROW NO. NCS - 585514E

The documents were received today and will be submitted for recording.

Thanks,

Tina L. Winter
Senior Commercial Escrow Officer



First American

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National Commercial Services
30 North LaSalle Street, Suite 2700 Chicago, IL 60602

Tel: 312-917-7231
Direct Fax: 866-578-7587
Email: tiwinter@firstam.com

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Sent: Wednesday, December 10, 2014 5:54 PM
To: Winter, Tina; Ball, Daniel; Pettitt, Krishna

Cc: Drew@lane-partners.com; scott@lane-partners.com; Pinto@Waltonst.com; Melinda.JesseSmith@searshc.com
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Thank you!

Jens Hillmer

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If you received this email as a commercial message and would like to opt out of future commercial messages, please let us know and we will remove you from our distribution list.

Thank you.~

FAFLD

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Subject: RE: ESCROW NO. NCS - 585514E

Please be advised that the fed cut-off time for the wire is 5pm CST, so I will need authorization shortly in order to confirm the wire was transmitted.

Thanks,

Tina L. Winter
Senior Commercial Escrow Officer



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Thank you.~

FAFLD

Hillmer, J H

From: Winter, Tina <TiWinter@firstam.com>
Sent: Wednesday, December 10, 2014 2:37 PM
To: Hillmer, J H; Ball, Daniel; Pettitt, Krishna
Cc: Drew@lane-partners.com; scott@lane-partners.com; Pinto@Waltonst.com; Melinda.JesseSmith@searshc.com
Subject: RE: ESCROW NO. NCS - 585514E

Thanks everyone for your quick response. I will release the wire and provide a fed reference number upon receipt.

Thanks,

Tina L. Winter
Senior Commercial Escrow Officer



First American

First American Title Insurance Company
National Commercial Services
30 North LaSalle Street, Suite 2700 Chicago, IL 60602

Tel: 312-917-7231
Direct Fax: 866-578-7587
Email: tiwinter@firstam.com

From: Hillmer, J H [mailto:JHillmer@oaklandnet.com]
Sent: Wednesday, December 10, 2014 4:35 PM
To: Winter, Tina; Ball, Daniel; Pettitt, Krishna
Cc: Drew@lane-partners.com; scott@lane-partners.com; Pinto@Waltonst.com; Melinda.JesseSmith@searshc.com
Subject: RE: ESCROW NO. NCS - 585514E

Tina:

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Please do not hesitate to contact me if you have any questions.

Thank you!

Jens

Jens Hillmer

Urban Economic Coordinator
Economic & Workforce
Development Department
Project Implementation Division
City of Oakland
250 Frank H. Ogawa Plaza, Ste. 5313
Oakland, CA 94612
Tel.: 510-238-3317
Jhillmer@oaklandnet.com

From: Winter, Tina [<mailto:TiWinter@firstam.com>]
Sent: Wednesday, December 10, 2014 2:22 PM
To: Ball, Daniel; Hillmer, J H; Pettitt, Krishna
Cc: Drew@lane-partners.com; Scott Smithers (scott@lane-partners.com); 'Pinto@Waltonst.com' (Pinto@Waltonst.com); Melinda.JesseSmith@searshc.com
Subject: RE: ESCROW NO. NCS - 585514E

Attached are pdf's of the documents.

Thanks,

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Sent: Wednesday, December 10, 2014 4:15 PM
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Cc: Drew@lane-partners.com; Scott Smithers (scott@lane-partners.com); 'Pinto@Waltonst.com' (Pinto@Waltonst.com); Melinda.JesseSmith@searshc.com; Winter, Tina
Subject: RE: ESCROW NO. NCS - 585514E
Importance: High

Jens and Krishna,

It looks like the original documents you sent will not make it to Tina until tomorrow morning (per the USPS tracking number: EM539450446US). We do, however, have the pdf copies that Jens sent. I spoke with Melinda (Sears' counsel, copied here), and we are both fine closing using the pdf signatures from Oakland and the originals of the other signatures. Tina is assembling pdfs of the fully executed documents right now. When the original Oakland signatures come in tomorrow, Tina will slip in those original signature pages and send the docs for recording.

Jens and Krishna, we just need your sign off to close on the pdf signatures from Oakland as described above. Can you please let us know asap if that is ok?

Thanks, Dan

Daniel D. Ball

GIBSON DUNN

Gibson, Dunn & Crutcher LLP
555 Mission Street, San Francisco, CA 94105-0921
Tel +1 415.393.8375 • Fax +1 415.374.8440 • Cell +1 310.743.6560
DBall@gibsondunn.com • www.gibsondunn.com

From: Hillmer, J H [<mailto:JHillmer@oaklandnet.com>]
Sent: Tuesday, December 09, 2014 5:14 PM
To: tiwinter@firstam.com
Cc: Drew@lane-partners.com; Ball, Daniel; Pettitt, Krishna
Subject: ESCROW NO. NCS - 585514E

Dear Ms. Winter:

Attached please find electronic copies of documents related to the escrow referenced above as well as escrow instructions. We have sent the original documents by overnight mail. Please confirm receipt of the documents once they have arrived.

If you have any questions, please contact me at 510.238.3317.

Thank you!

Jens Hillmer
Urban Economic Coordinator
Economic & Workforce
Development Department
Project Implementation Division
City of Oakland
250 Frank H. Ogawa Plaza, Ste. 5313
Oakland, CA 94612
Tel.: 510-238-3317
Jhillmer@oaklandnet.com

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Thank you.~

FAFLD

Hillmer, J H

From: Winter, Tina <TiWinter@firstam.com>
Sent: Friday, December 12, 2014 12:21 PM
To: Jesse Smith, Melinda; Hillmer, J H; Ball, Daniel; Pettitt, Krishna
Cc: Drew@lane-partners.com; scott@lane-partners.com; Pinto@Waltonst.com
Subject: RE: ESCROW NO. NCS - 585514E

Sorry about that Melissa. Here is the fed reference number 20141211L1B78J1C000003

Tina L. Winter
Senior Commercial Escrow Officer



First American

First American Title Insurance Company
National Commercial Services
30 North LaSalle Street, Suite 2700 Chicago, IL 60602

Tel: 312-917-7231
Direct Fax: 866-578-7587
Email: tiwinter@firstam.com

From: Jesse Smith, Melinda [<mailto:Melinda.JesseSmith@searshc.com>]
Sent: Thursday, December 11, 2014 2:53 PM
To: Winter, Tina; Hillmer, J H; Ball, Daniel; Pettitt, Krishna
Cc: Drew@lane-partners.com; scott@lane-partners.com; Pinto@Waltonst.com
Subject: RE: ESCROW NO. NCS - 585514E

Thanks Tina. I might have missed it in my emails but please email me the Fed Ref. No. so that I have it for the file.

Thanks,
Melinda Jesse-Smith
Assistant General Counsel - Real Estate
Sears Holdings Management Corporation
3333 Beverly Road, BC-119B
Hoffman Estates, IL 60179
Phone: 847-286-3059
Fax: 847-286-2286
Email: melinda.jessesmith@searshc.com

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From: Winter, Tina [<mailto:TiWinter@firstam.com>]
Sent: Thursday, December 11, 2014 2:36 PM
To: Hillmer, J H; Ball, Daniel; Pettitt, Krishna
Cc: Drew@lane-partners.com; scott@lane-partners.com; Pinto@Waltonst.com; Jesse Smith, Melinda
Subject: RE: ESCROW NO. NCS - 585514E

The documents were received today and will be submitted for recording.

Thanks,

Tina L. Winter
Senior Commercial Escrow Officer



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National Commercial Services
30 North LaSalle Street, Suite 2700 Chicago, IL 60602

Tel: 312-917-7231
Direct Fax: 866-578-7587
Email: tiwinter@firstam.com

From: Hillmer, J H [<mailto:JHillmer@oaklandnet.com>]
Sent: Wednesday, December 10, 2014 5:54 PM
To: Winter, Tina; Ball, Daniel; Pettitt, Krishna
Cc: Drew@lane-partners.com; scott@lane-partners.com; Pinto@Waltonst.com; Melinda.JesseSmith@searshc.com
Subject: RE: ESCROW NO. NCS - 585514E

Thank you!

Jens Hillmer
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Economic & Workforce
Development Department
Project Implementation Division
City of Oakland
250 Frank H. Ogawa Plaza, Ste. 5313
Oakland, CA 94612
Tel.: 510-238-3317
Jhhillmer@oaklandnet.com

From: Winter, Tina [<mailto:TiWinter@firstam.com>]
Sent: Wednesday, December 10, 2014 3:13 PM
To: Hillmer, J H; Ball, Daniel; Pettitt, Krishna
Cc: Drew@lane-partners.com; scott@lane-partners.com; Pinto@Waltonst.com; Melinda.JesseSmith@searshc.com
Subject: RE: ESCROW NO. NCS - 585514E

Confirmed. Attached are the revised pdf's.

Thanks,

Tina L. Winter
Senior Commercial Escrow Officer



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National Commercial Services
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Tel: 312-917-7231
Direct Fax: 866-578-7587
Email: tiwinter@firstam.com

From: Hillmer, J H [<mailto:JHillmer@oaklandnet.com>]
Sent: Wednesday, December 10, 2014 4:46 PM
To: Winter, Tina; Ball, Daniel; Pettitt, Krishna
Cc: Drew@lane-partners.com; scott@lane-partners.com; Pinto@Waltonst.com; Melinda.JesseSmith@searshc.com
Subject: RE: ESCROW NO. NCS - 585514E

Hi Tina:

Thank you! As a follow-up to our conversation a few minutes ago, please confirm that you will use the PDF documents that we sent you by email last night and of which you will receive originals by mail tomorrow for the recording.

Jens Hillmer
Urban Economic Coordinator
Economic & Workforce
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250 Frank H. Ogawa Plaza, Ste. 5313
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Daniel D. Ball

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Thank you.~

FAFLD

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