

FIRST AMENDMENT TO OCCUPANCY AGREEMENT

THIS FIRST AMENDMENT TO THE OCCUPANCY AGREEMENT is made and entered into this 7th day of November, 2005 between the CITY OF SAN DIEGO, a California municipal corporation ("Lessor"), and Office of Homeland Security, City of San Diego, ("DEPARTMENT").

RECITALS

1. The parties entered into the Occupancy Agreement dated March 1, 2005 ("Occupancy Agreement"), wherein CITY permitted DEPARTMENT to occupy that certain real property known as 1250 Sixth Avenue, Suite 1000A, San Diego, California 92101 (the "Premises") consisting of approximately 2470 rentable square feet.
2. The Agreement is in full force and effect, and neither Department nor CITY has actual knowledge of any default or breach by the other under the Agreement.
3. The parties now desire to amend the Agreement dated March 1, 2005, as provided in this First Amendment to the Occupancy Agreement.

NOW, THEREFORE, CITY and Department agree as follows:

ARTICLE ONE - AMENDMENTS

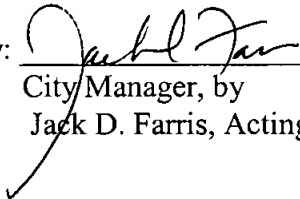
1. Section 2 Occupied of the Agreement is deleted in its entirety and replaced by the following:

A portion of the Building, also known as Suite 1000, consisting of approximately 2,470 rental square feet and Suite 1100, consisting of approximately 2,470 rental square feet as shown on the attached floor plans as Exhibit A and B, respectively.
2. The Occupancy Agreement, as amended by this First Amendment to Occupancy Agreement, represents the complete and final understanding of the parties with respect to the subject matter of the Agreement. No further modification or amendment of the Agreement shall be effective unless set forth in a written instrument executed by a duly authorized representative of the parties. This is an integrated agreement.
3. The effective date of this Amendment will be December 1, 2005.

IN WITNESS WHEREOF, this Occupancy Amendment is executed by City, acting by and through its City Manager, and by Department, acting by and through its lawfully authorized officers.

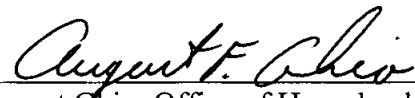
THE CITY OF SAN DIEGO, a California
Municipal Corporation

Date 12/62/05

By: 
City Manager, by
Jack D. Farris, Acting Real Estate Assets Director

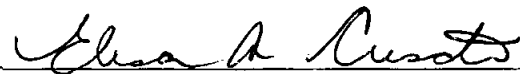
City of San Diego Office of Homeland Security

Date 11-21-05

By: 
August Ghio, Office of Homeland Security
Director

APPROVED AS TO FORM AND LEGALITY, this
16th day of December, 2005.

MICHAEL J. AGUIRRE, City Attorney

By: 
Elisa A. Cusato, Deputy City Attorney

CG/cj

11/17/05

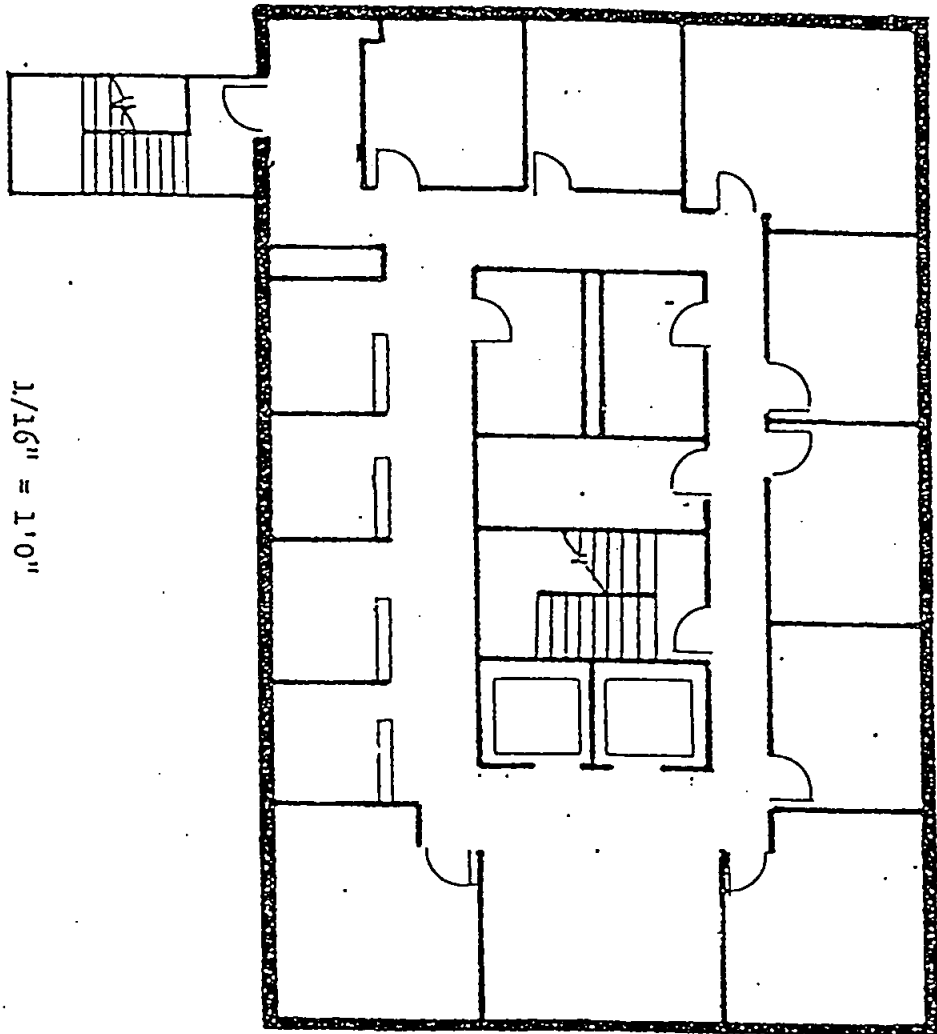
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EXHIBIT A



10th Floor Plan

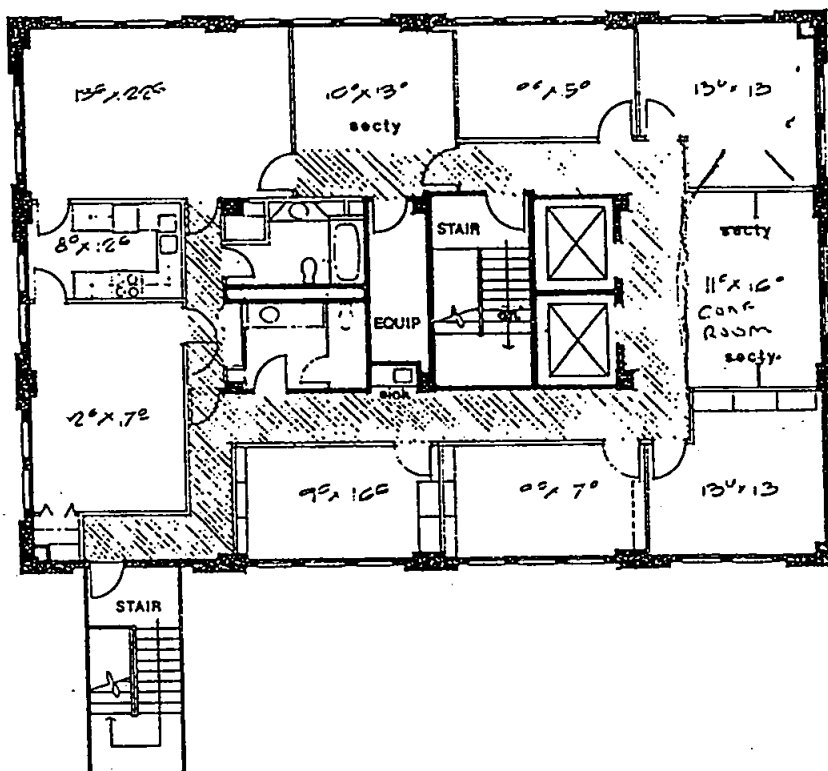
A Street



6th Ave.

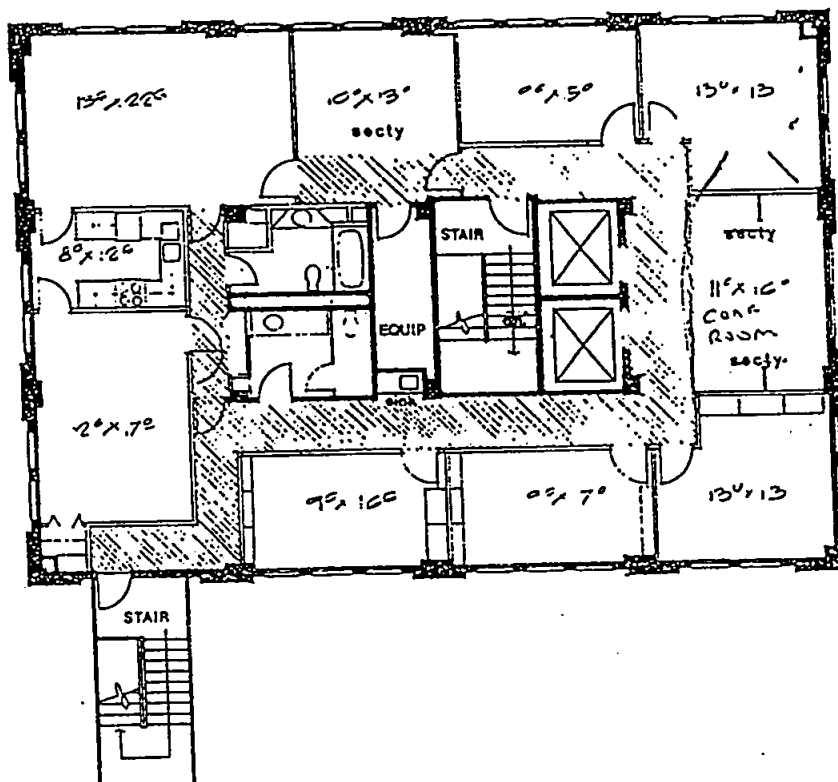
1/16" = 1'0"

EXHIBIT B



11th FLOOR PLAN

EXHIBIT B



11th FLOOR PLAN