

CONSENT TO SUBLEASE AGREEMENT

The City of San Diego (CITY), as LESSOR under that certain Lease Agreement (Master Lease) entered into with WESCO SALES CORPORATION (Lessee) and filed in the Office of the City Clerk as Document OO-18192, consents to that certain Sublease Agreement between the above LESSEE (SUBLESSOR) and CITY OF SAN DIEGO (SUBLESSEE) dated August 23, 2002. The Sublease shall be subordinate to the Master Lease in all respects. The CITY is merely approving the SUBLESSEE and the proposed use, and all terms and conditions of the Master Lease shall control and supersede any inconsistent or contrary provisions in the Sublease Agreement.

In addition, this consent is subject to the following conditions:

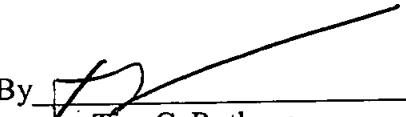
1. PREMISES, PERMITTED USE: The subleased premises shall include office space and water access including side ties for water craft for the Police Department's Harbor Patrol Unit. Premises shall be used to provide law enforcement for land and water at Mission Bay Park, related community activities and programs, and for no other purpose.
2. SIGN INSTALLATION: All signs installed shall be in compliance with the sign policy for Mission Bay Park (please see attached).
3. ASSIGNMENT AND SUBLEASING: SUBLESSEE shall not assign its sublease or sublet the premises or any part thereof without the prior written consent of CITY. An assignment by operation of law shall automatically terminate this lease.
4. SUBORDINATION: This agreement is in effect a Sublease of a portion of the premises covered by that certain Lease Agreement dated August 1, 1995, as amended between the SUBLESSOR herein and the City of San Diego. This sublease is subject and subordinate to the covenants and conditions of said Lease Agreement notwithstanding any provision hereof contrary to or in conflict with said agreement.

Dated Jan 02-03

By 
Frank Butler, President
Wesco Sales Corporation

THE CITY OF SAN DIEGO

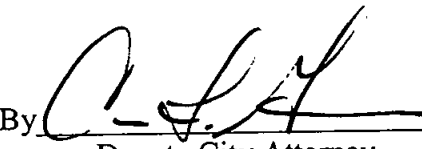
Dated 1-14-03

By 
Tim C. Rothans
Deputy Director

APPROVED AS TO FORM:

CASEY GWINN, City Attorney

Dated 1-16-03

By 
Deputy City Attorney

DCM/cj
12/24/02
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