

RECORDING REQUESTED BY  
AND WHEN RECORDED RETURN TO:

Emery Station Office II, LLC  
1120 Nye Street, Suite 400  
San Rafael, California 94901

CERTIFIED TO BE A TRUE COPY OF DOCUMENT  
RECORDED 3-18-14  
AT SERIES NUMBER 2014-69978  
OFFICIAL RECORDS OF ALAMEDA COUNTY FOR  
Chicago Title Company

BY: 

**AMENDMENT TO  
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS**

THIS AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS (the "Amendment") is made as of the 17 day of March, 2014, by CBS Corporation, a Delaware corporation (the "Declarant"), and Emery Station Office II, LLC, a California limited liability company ("ESII). This Amendment amends that certain Declaration of Covenants, Conditions and Restrictions (the "Declaration") dated August 11, 1998; made by Declarant and burdening certain real property located in the City of Emeryville, County of Alameda, State of California, as more particularly described in Exhibit A attached hereto (the "Property"), which Declaration was recorded in the Official Records of the Recorder of Alameda County, California on August 11, 1998, as Instrument No. 98278804.

**RECITALS**

A. Declarant was the prior owner of the Property and imposed upon the Property certain use restrictions (the "Use Restrictions") and other covenants prior to the conveyance of the Property to the predecessor of ESII. ESII is the current owner of the Property.

B. Following Declarant's conveyance of the Property, the Property has been developed and is currently operated by ESII for commercial uses, subject to and in accordance with the Use Restrictions.

C. Declarant and ESII have determined that the Use Restrictions currently set forth in the Declaration are unnecessarily restrictive, and Declarant and ESII desire to amend the Declaration to limit the extent of the Use Restrictions on the Property. Capitalized terms not defined herein have the meanings specified in the Declaration.

NOW, THEREFORE, in consideration of the foregoing, Declarant and ESII hereby amend the Declaration in accordance with the provisions set forth below. The Declaration as amended by this Amendment shall continue in effect and shall continue to establish restrictions upon and subject to which the Property shall be disposed, improved, held, leased, sold and/or conveyed; and such restrictions established by the Declaration as amended by this Amendment shall continue to run with the land and shall inure to and pass with the Property and shall apply to and bind the respective Successors as to any and all portions of the Property.

1. Amendment to Declaration. Paragraph 2 of the Declaration is hereby deleted in its entirety and the following is inserted in replacement thereof:

"2. Use Restrictions. The Property may be developed for office, retail and other commercial uses. The Property shall not be used for the following purposes: single-family or multi-unit residential structures, or similar part-time or full-time residential uses; infant or children's day care services; or elementary or secondary school classrooms. Use of the Property for restaurant, cafeteria, café, coffee shop, or similar on-site food preparation and consumption operations shall be permitted on the Property. Other commercial uses that do not involve part-time or full-time residential use shall also be permitted on the Property."


2. Other Provisions.

(a) As amended hereby, the Declaration remains in full force and effect.

(b) This Amendment may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one Amendment.

IN WITNESS WHEREOF, Declarant and ESII have entered into and executed this Amendment pursuant to Section 7 of the Declaration.

DECLARANT: CBS CORPORATION,  
a Delaware corporation

By   
Name Eric J. Sobczak  
Its Senior Vice President and  
Associate General Counsel

ESII: EMERY STATION OFFICE II, LLC,  
a California limited liability company

By: Emery Station Associates II, LLC,  
a California limited liability company  
Its: Managing Member

By: Wareham - NZL, LLC,  
a California limited liability company  
Its: Managing Member

By   
Richard K. Robbins, Manager

Exhibit A

**PROPERTY DESCRIPTION**

All that certain real property, located in the City of Emeryville, County of Alameda, State of California, described as follows:

Parcel 4 shown on Parcel Map 7258 recorded on August 7, 1998, at Book 236 of Maps, Pages 42 & 43, Series No. 98-273580, in the Official Records of the Recorder of Alameda County, California.

STATE OF CALIFORNIA        )  
  ) ss.  
COUNTY OF MARIN         )

On March 12, 2014, before me, Angela L. Alten, a Notary Public, personally appeared Richard K. Robbins, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Angela L. Alten  
Signature

(Seal)

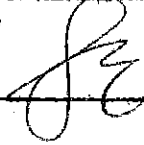




CERTIFIED TO BE A TRUE COPY OF DOCUMENT  
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Chicago Title Company

RECORDING REQUESTED BY  
AND WHEN RECORDED RETURN TO:

Emery Station Joint Venture, LLC  
1120 Nye Street, Suite 400  
San Rafael, California 94901

BY: 

**AMENDMENT TO  
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS**

THIS AMENDMENT TO DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS (the "Amendment") is made as of the 24<sup>th</sup> day of March, 2014, by CBS Corporation, a Delaware corporation (the "Declarant"), and Emery Station Joint Venture, LLC, a California limited liability company ("ESJV"). This Amendment amends that certain Declaration of Covenants, Conditions and Restrictions (the "Declaration") dated August 11, 1998, made by Declarant and burdening certain real property located in the City of Emeryville, County of Alameda, State of California, as more particularly described in Exhibit A attached hereto (the "Property"), which Declaration was recorded in the Official Records of the Recorder of Alameda County, California on August 11, 1998, as Instrument No. 98278805.

**RECITALS**

A. Declarant was the prior owner of the Property and imposed upon the Property certain use restrictions (the "Use Restrictions") and other covenants prior to the conveyance of the Property to the predecessor of ESJV. ESJV is the current owner of the Property.

B. Following Declarant's conveyance of the Property, the Property has been developed and is currently operated by ESJV for commercial uses, subject to and in accordance with the Use Restrictions.

C. Declarant and ESJV have determined that the Use Restrictions currently set forth in the Declaration are unnecessarily restrictive, and Declarant and ESJV desire to amend the Declaration to limit the extent of the Use Restrictions on the Property. Capitalized terms not defined herein have the meanings specified in the Declaration.

NOW, THEREFORE, in consideration of the foregoing, Declarant and ESJV hereby amend the Declaration in accordance with the provisions set forth below. The Declaration as amended by this Amendment shall continue in effect and shall continue to establish restrictions upon and subject to which the Property shall be disposed, improved, held, leased, sold and/or conveyed; and such restrictions established by the Declaration as amended by this Amendment shall continue to run with the land and shall inure to and pass with the Property and shall apply to and bind the respective Successors as to any and all portions of the Property.

1. Amendment to Declaration. Paragraph 2 of the Declaration is hereby deleted in its entirety and the following is inserted in replacement thereof:

"2. Use Restrictions. The Property may be developed for office, retail and other commercial uses. The Property shall not be used for the following purposes: single-family or multi-unit residential structures, or similar part-time or full-time residential uses; infant or children's day care services; or elementary or secondary school classrooms. Use of the Property for restaurant, cafeteria, café, coffee shop, or similar on-site food preparation and consumption operations shall be permitted on the Property. Other commercial uses that do not involve part-time or full-time residential use shall also be permitted on the Property."

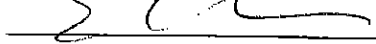
2. Other Provisions.

(a) As amended hereby, the Declaration remains in full force and effect.

(b) This Amendment may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one Amendment.

IN WITNESS WHEREOF, Declarant and ESJV have entered into and executed this Amendment pursuant to Section 7 of the Declaration.

DECLARANT: CBS CORPORATION,  
a Delaware corporation

By   
Name Eric J. Sobczak  
Its Senior Vice President and  
Associate General Counsel

ESJV: EMERY STATION JOINT VENTURE, LLC,  
a California limited liability company

By: Emery Station Associates, LLC,  
a California limited liability company  
Its: Managing Member

By: Wareham - NZL, LLC,  
a California limited liability company  
Its: Managing Member

By   
Richard W. Robbins, Manager

Exhibit A

**PROPERTY DESCRIPTION**

All that certain real property, located in the City of Emeryville, County of Alameda, State of California, described as follows:

Parcel 1 shown on Parcel Map 7258 recorded on August 7, 1998, at Book 236 of Maps, Pages 42 & 43, Series No. 98-273580, in the Official Records of the Recorder of Alameda County, California.



STATE OF CALIFORNIA            )  
  ) ss.  
COUNTY OF MARIN                )

On March 12, 2014, before me, Angela L. Alten, a Notary Public, personally appeared Richard K. Robbins, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Angela L. Alten  
Signature

(Seal)



