THIS AGREEMENT, made and entered into this date by and between Level Associates, L.P. and The Shires Company, L.P.
whose address is 7200 Stonehenge Dr., Ste. 211 Raleigh, North Carolina 27613 and
Newport News, Virginia 23607
hereinafter called the Lessor, and the UNITED STATES OF AMERICA, hereinafter called the Government:

WHEREAS, the parties hereto desire to amend the above Lease, to provide security upgrades.

NOW THEREFORE, these parties for the considerations hereinafter mentioned covenant and agree that the said
Lease is amended, effective on acceptance by the GSA, as follows:

1. Lessor shall provide all labor and materials necessary to furnish and install the security upgrades listed in Supplemental Lease Agreement Number 49, in accordance with Lyall Design Architects drawings dated 8/18/97 and Lessor's PFA No. 108 dated 9/17/97, attached.

2. These improvements shall be completed no later than December 1, 1997. Upon acceptance by the Government, Lessor shall be paid a lump sum in the amount of . To receive payment, Lessor shall submit to the Contracting Officer an invoice that describes the work completed and references this Lease Number and Supplemental Lease Agreement Number.

This Agreement contains 17 pages.

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

IN WITNESS WHEREOF, the parties subscribed their names as of the above date.

LESSOR


BY __________________________

IN PRESENCE OF __________________________

UNITED STATES OF AMERICA

General Services Administration, Public Buildings Service

BY __________________________