SUPPLEMENTAL LEASE AGREEMENT

SUPPLEMENTAL LEASE AGREEMENT NO.	TO LEASE NO.	DATE	PAGE
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ADDRESS OF PREMISES
716 Brook Street, Rocky Hill, CT 06067 PDN# PS0017972

THIS AGREEMENT, made and entered into this date by and between WE 716 Brook Street LLC

whose address is c/o Winstanley Enterprises LLC
150 Baker Ave Ext
Concord, MA 01742

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 order tenant improvements which exceed the tenant improvement allowance.

NOW THEREFORE, these parties for the considerations hereinafter mentioned covenant and agree that the said Lease is amended effective July 12, 2010 as follows:

I. In separate correspondence dated 6/28/2010, the Government issued a Notice to Proceed for Tenant Improvements in the amount of $693,555.23. The tenant improvements exceed the tenant improvement allowance by $233,980.77. The Government hereby orders the balance of $233,980.77.

II. Upon substantial completion and acceptance of the demised premises by the Government, the Government shall reimburse the Lessor in a one time lump sum payment in the amount of $233,980.77 which shall be due upon receipt of an original invoice submitted after completion, inspection, and acceptance of the space by the Contracting Officer.

The original invoice must be submitted directly to the GSA Finance Office at the following address:
General Services Administration
FTS and PBS Payment Division (7BCP)
P.O. Box 17181
Fort Worth, TX 76102-0181

A copy of the invoice must be provided to the Contracting Officer at the following address:

General Services Administration
Attn: Michael Strobel, Contracting Officer
10 Causeway Street
Boston, MA 02222

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IN WITNESS WHEREOF, the parties hereto have hereunto subscribed their names as of the date first above written.

LESSOR

WE 716 Brook Street LLC
By: WE Windbrook LLC, Its Manager
By: WE Windbrook Holdings LLC, Its Manager
By: Winstanley Enterprises LLC, Its Manager

SIGNATURE	NAME OF SIGNER
David J. Winstanley	David J. Winstanley

ADDRESS c/o Winstanley Enterprises LLC 150 Baker Avenue Extension, Suite 303 Concord MA 01742

IN PRESENCE OF

SIGNATURE	NAME OF SIGNER
Judy S. Sommers	Judy S. Sommers

ADDRESS c/o Winstanley Enterprises LLC 150 Baker Avenue Extension Suite 303 Concord, MA 01742

UNITED STATES OF AMERICA

SIGNATURE	NAME OF SIGNER / OFFICIAL TITLE OF SIGNER
Michael Strobel	Michael Strobel Contracting officer

A proper invoice must include the following:

- Invoice date
- Name of the Lessor as shown on the Lease
- Lease contract number, building address, and a description, price, and quantity of the items delivered
- GSA PDN # PS 0017972

If the invoice is not submitted on company letterhead, the person(s) with whom the Lease contract is made must sign it.

III. The Government-accepted construction drawings dated June 3, 2010 and bid addenda which formed the basis for the tenant improvement costs are hereby incorporated into the lease.

IV. The Lessor hereby waives restoration as a result of all improvements.

All other terms and conditions remain in full force and effect.

INITIALS: _____ LESSOR & _____ GOV'T