

**FOURTH AMENDMENT TO PURCHASE AND SALE
AGREEMENT AND JOINT ESCROW INSTRUCTIONS**

THIS FOURTH AMENDMENT TO PURCHASE AND SALE AGREEMENT AND ESCROW INSTRUCTIONS ("**Amendment**") is made as of this 2nd day of February, 2016, by and between CITY OF REDLANDS, a municipal corporation ("**Seller**") and DIVERSIFIED PACIFIC OPPORTUNITY FUND I, LLC, a Delaware limited liability company ("**Buyer**") with regard to the following:

RECITALS

A. Seller and Buyer have previously entered into that certain Purchase and Sale Agreement and Joint Escrow Instructions dated as of January 20, 2015 (the "**Agreement**"), as amended by the First Amendment dated as of May 19, 2015, a Second Amendment dated as of July 7, 2015 and a Third Amendment dated as of July 31, 2015.

B. Seller and Buyer desire to amend the Agreement as more particularly set forth herein.

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. Closing Date. The Closing Date, as defined in Section 7.1, is hereby revised to provide that the Closing shall take place on or before September 30, 2016.

2. Full Force. Except as specifically provided herein, the Agreement shall remain unchanged and in full force.

3. Binding Effect. The provision of this Fourth Amendment shall be binding upon and inure to the benefit of the heirs, representatives, successors and permitted assigns of the parties hereto.

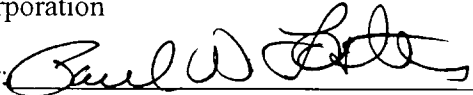
4. Counterparts. This Fourth Amendment may be executed in any number of counterparts. Any such counterpart, when executed, shall constitute an original of this Fourth Amendment, and all such counterparts together shall constitute one and the same Fourth Amendment.

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IN WITNESS WHEREOF, the parties have entered into this Fourth Amendment as of the date and year first written above.

SELLER:

CITY OF REDLANDS, a municipal corporation

By: 
Paul W. Foster, Mayor

ATTEST:


Sam Irwin, City Clerk

BUYER:

DIVERSIFIED PACIFIC OPPORTUNITY FUND I, LLC, a Delaware limited liability company

By: Diversified Pacific Development Group LLC, a California limited liability company, Its Manager

By: 
Matthew A. Jordan,
Its: Managing Member