

The section headings herein are for convenience only and are not to be construed as modifying or governing the language in the section referred to.

Wherever in this Agreement any consent or approval is required, the same shall not be unreasonably withheld.

This Agreement is made in the State of California, under the Constitution and laws of such state and is to be so construed.

This Agreement is the complete and exclusive statement of the agreement among the parties hereto, which supercedes and merges all prior proposals, understandings, and other agreements, including, without limitation, the Initial Agreement, whether oral, written, or implied in conduct, between and among the parties relating to the subject matter of this Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed and attested by their proper officers thereunto duly authorized, and their official seals to be hereto affixed, as of the day and year first above written.

Program Participant:

WHITTIER REDEVELOPMENT AGENCY

[SEAL]

By Thomas G. Mauk

Name: THOMAS G. MAUK

Title: EXECUTIVE DIRECTOR

ATTEST:

By Gertrude L. Hill

Name: Gertrude L. Hill

Title: Secretary

I hereby certify that the attached is a true and correct copy of the original document.

WITNESS my hand and the official seal of the City of Whittier this 21 day of May, 1993

Gertrude L. Hill
City Clerk