

FIRST AMENDMENT TO LEASE NO. 24823

24823

THIS FIRST AMENDMENT TO LEASE NO. 24823 is made and entered, in duplicate as of July 22, 2008, for reference purposes only, pursuant to an order of the City Council of the City of Long Beach at its meeting held on July 22, 2008, by and between WORTHINGTON FORD, INC., a California corporation, ("Lessee"), and the CITY OF LONG BEACH, a California municipal corporation ("Lessor").

WHEREAS, the Lessor authorized that certain Lease No. 24823 with Lessee dated June 25, 1996 (as amended, the "Lease"). Pursuant to the Lease, Lessee leases certain property located at the corner of Lakewood Boulevard and the 405 freeway, as more particularly described in the Lease; and

WHEREAS, the term of the Lease expires on September 23, 2011; and

WHEREAS, the parties wish to extend the term of the Lease and otherwise amend certain terms and conditions of the Lease as described in this Amendment;

NOW, THEREFORE, in consideration of the mutual terms and conditions contained herein, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Term. The term of this Lease shall be extended for a period of nine (9) years beginning September 24, 2011 and shall terminate at midnight on September 23, 2020. Lessee shall have no options to extend.

2. Rent. In consideration of the leasing of the Premises to Lessee during the extended term, Lessee shall pay Lessor annual rent in the amount of One Dollar (\$1.00). As additional consideration, Lessee agrees to provide Lessor continued use of the display sign located on the Premises as provided in Section 6 of the Lease. The provisions of Section 6.B of the Lease shall apply during the extended term.

3. Use. The Premises shall only be used for (i) an electronic advertising sign and access to said sign, (ii) locating a business office trailer and (iii) parking necessary for the office use. Lessee's use of the advertising sign shall only

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1 promote Lessee's business in the City of Long Beach.

2 4. Option to Sell City Display Time. If applicable law is changed to
3 allow off-premise electronic message displays along state highways and freeways,
4 Lessor may sell, transfer or lease its display time to third parties; provided, however, that
5 such third parties shall not advertise for automotive dealerships (other than Lessee) and
6 provided further that Lessor shall not sell its time to third parties without first negotiating
7 in good faith to sell its time to Lessee at a fair market rate mutually acceptable to both
8 parties.

9 5. Maintenance of Premises. Lessee shall keep the entire Premises
10 free of trash and debris, shall keep perimeter fencing in good order and shall keep the
11 vegetation located on the Premises from becoming overgrown.

12 6. Except as amended herein, the terms and conditions of the Lease
13 are ratified and confirmed and shall remain unchanged and in full force and effect. This
14 Amendment is not intended to modify the terms of that certain Settlement Agreement and
15 Release dated February 2, 2000 executed by and among Lessor, Lessee,
16 Intercommunity Care Centers, Inc., Electra-Media, Inc. and the State of California
17 Department of Transportation.

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IN WITNESS WHEREOF, the parties have caused this document to be duly executed with all formalities required by law as of the date first stated above.

WORTHINGTON FORD, INC.,
a California corporation

3/25/10, 2010

By: [Signature]
Name: Cal Worthington
Title: President

CITY OF LONG BEACH
Assistant City Manager

5.14, 2010

By: [Signature]
City Manager
EXECUTED PURSUANT
TO SECTION 301 OF
THE CITY CHARTER.

This Amendment to Lease No. 24823 is approved as to form on
April 12, 2010.

ROBERT E. SHANNON, City Attorney
By: [Signature]
Deputy

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