

APPROVED PLAN

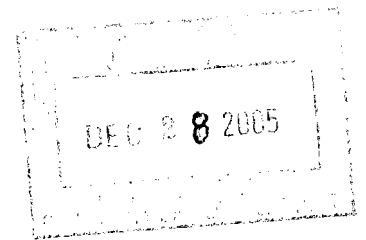
PERMIT NO. CUP 05-15

RESOLUTION NO. 05-84

ACTION: APPROVED DENIED

DATE 12/6/05

Balfour Griffith Plaza
Brentwood, CA
Master Sign Program



This Master Sign Program is made in connection with that certain real property situated at the southeast corner of Balfour Road and Griffith Lane (the "Shopping Center") in the City of Brentwood, County of Contra Costa, State of California shown on the parcel map attached hereto as Exhibit "A" (the "Parcel Map").

1. General Design Criteria. All signs at the Shopping Center shall be constructed and installed consistent with the following:

Sign copy content shall be limited to the name of the business only (products or services shall not be displayed on any permanent signage other than window lettering).

All signs are limited to single line copy.

All wall signs shall be individual reverse pan channel letters constructed of aluminum backs and returns with acrylic faces and halo-lit internal neon illumination.

All exterior signs shall be secured by stainless steel, nickel, or cadmium plated fasteners or other hardware approved by the Chief Building Official of the City of Brentwood.

All exposed fasteners shall be painted to match the background surface.

All wire ways, transformers, electrical boxes, switches, wiring, conduit, and access doors shall be visually concealed.

No sign shall be painted directly onto a wall or surface of any building.

No cabinet or box signs will be permitted except for individual logos.

All tenant signs attached to building wall or fascia shall be connected by tenant's sign contractor.

All tenants shall have their signs connected to their own electrical panel.

All penetrations of the building structure by tenant's sign contractor required for sign installation shall be neatly sealed and watertight.

All identification labels shall be concealed, except where required by code. An Underwriter's label is required on all electrical signage.

Any sign contractor shall repair any damage caused by their work. Damage to any structure that is not repaired by the sign contractor shall become the tenant's responsibility to correct as soon as reasonably possible.

A tenant shall be fully responsible for the operation of their sign contractor, and shall indemnify, defend and hold the Owners, Owners' representatives, and all parties harmless from damages or liabilities on account thereof.

Sign surfaces that are intended to be flat shall be without oil canning, or any other visual deformities.

All exposed welded seams and joints shall be finished smooth.

The general location of wall signs shall be centered vertically and horizontally on fascias, unless otherwise approved by the Planning Department of the City of Brentwood. Signs shall not cover or interrupt major architectural features.

No exposed raceways, cross covers, conduits, conductors, transformers, etc. will be permitted.

Sign contractor shall provide necessary fastenings and braces to securely install the sign.

2. Wall Signs.

2.1 Definitions.

(A) Anchor Tenant: A tenant occupying a gross floor area equal to or greater than 10,000 square feet; provided that notwithstanding anything to the contrary herein, the tenant occupying the largest gross floor area on the Balfour Parcel shall for purposes of this Master Sign Program be deemed an Anchor Tenant regardless of whether such tenant occupies a space with gross floor area less than 10,000 square feet.

(B) Minor Tenant: Except as otherwise provided in Section 2.1(A) above, a tenant occupying a gross floor area less than 10,000 square feet;

(C) Linear Frontage: The length (in feet) of the face of the building occupied by a single tenant.

2.2 Sign Area Standard. The sign area allowed shall be computed as a function of a tenant's leased area as follows: Sign length shall be no more than 60% of the leased storefront frontage, but in any case no larger than 72 square feet for anchor tenants and 30 square feet for minor tenants. All individually installed letters and logos shall be contained within a rectangular area allowed for a tenant drawn completely around the display surface, or drawn completely around the individual letters or logos. Letter height is limited to 36" for Anchor Tenants and 24" for Minor Tenants. Logos are limited to a maximum size of 36" by 36" for Anchor Tenants and two feet by two feet for Minor Tenants and are included in the total signage calculation. A sample depicting the approved look and design of wall signs for the Shopping Center is attached hereto as Exhibit "B".

2.3 Number of Signs. A tenant shall have the right to install one business sign as follows:

(A) Anchor Tenant: Anchor Tenants may have wall signage on front elevation of the building. Such signage shall not exceed 60% of leased street frontage of the building (building fascia), but in any event no more than 72 square feet.

(B) Minor Tenant: Minor Tenants may have wall signage on the front elevation of the building. Such signage shall not exceed 60% of leased street frontage of the building (building fascia), but in any event no more than 30 square feet.

2.4 Secondary Signage for Anchor and Minor Tenants. Secondary signage is discouraged and generally limited to small signs indicating operating hours or methods of payments (i.e., VISA, MC, etc.), and shall be allowed only on the tenant's door or storefront window; however, any secondary signage shall require the approval of the Owners and the City of Brentwood.

3. Multiple Tenant Monument Signs.

3.1 Construction. The Owners contemplate the construction of two (2), eight foot (8') high by seven foot (7') wide by 18" deep monument signs to identify the Shopping Center and its businesses, one to be located on the Balfour Parcel and the other on the In-Shape Parcel. Pursuant to the Development Agreement and the CC&R's, the Owners of each parcel shall be responsible for the construction of the monument sign on its own Parcel. The Owner of the In-Shape Parcel shall construct the monument sign at the Griffith entrance of the Shopping Center and the Owner of the Balfour Parcel shall construct the monument sign at the main Balfour entrance of the Shopping Center. The cost of construction shall be paid by the Owner responsible for the construction of the monument sign. Both monument signs shall be of the same design and materials. The monument sign that will be permanently located on the Balfour Parcel may be temporarily located on the In-Shape Parcel at its Balfour driveway. This sign must be relocated to its permanent position on the Balfour Parcel as soon as reasonably possible at the completion of the development of the primary access to the Balfour Parcel from Balfour. The attached site plan shows the approved locations of these monument signs.

3.2 Tenant Position on Monument Signs. Up to four (4) tenants shall be allotted a position on each monument sign. Each monument sign shall only have spaces for up to four (4) tenants.

3.3 Sign Criteria and Dimensions. The monument signs shall be consistent with the following:

- Double faced aluminum cabinet;
- Colors and style to match the applicable tenant's building signs;
- Sign Area: No more than 50 square feet per side;
- Material: aluminum with texcoat finish to match building design with routed out aluminum lettering with push-through lexan lettering.

A sample depicting the approved look and design of the monument sign structures for the Shopping Center is attached hereto as Exhibit "C".

4. General Requirements and Submittal Procedures.

4.1 Approvals. No signs shall be fabricated or installed unless the following approvals have been obtained:

(A) All permits required by the City of Brentwood and any associated fees, shall be obtained and paid for by the tenant. All signs shall be constructed and installed at tenant's expense. The tenant shall be responsible for the fulfillment of all requirements and specifications mandated by this Master Sign Program and all applicable state and local codes including the Uniform Building Codes. In case of a discrepancy between the requirements of this Master Sign Program and any City codes or ordinances, the City of Brentwood shall determine the governing provision.

(B) The tenant shall submit three (3) sets of professionally prepared sign designs for an Owner's review prior to application to the City of Brentwood or the fabrication of any display. The sign designs shall include the following:

(i) Dimensioned, scaled drawings showing the sign(s) in elevation and section;

(ii) Storefront elevations to scale and dimensioned showing the sign(s) in place, clearly indicating exact size, type and placement of each display; and

(iii) Specifications of materials, colors, finishes, lighting and method of attachment.

4.2 Rules and Responsibilities.

(A) Tenants shall be responsible for the fulfillment of all requirements of this Master Sign Program and all applicable codes and ordinances. Each tenant is responsible for the cost of design, fabrication, installation, maintenance and electricity for their own sign(s). Tenants shall be responsible for the immediate repair of neon, which is damaged or not illuminating properly, and the proper maintenance of all tenant signs. All permits required by the City of Brentwood and associated fees, shall be obtained and paid for by the tenant or tenant's representative. Tenant shall be required to perform or cause to have performed such necessary action to correct or repair signage within ten (10) days of written notice from an Owner.

(B) All sign contractors employed or retained by tenants must carry Workers' Compensation and Public Liability insurance providing coverage against damage suffered or done to any and all persons and/or property while engaged in the construction or erection of signs, in an amount deemed appropriate by an Owner.

Tenants shall indemnify and hold harmless the Owners and the City of Brentwood from any damages that arise from the installation, maintenance or use of a tenant's signage.

(C) Upon the termination or conclusion of a tenant's lease, said tenant is responsible, at its sole cost, for the removal of all signs containing said tenant's logo or trademarks or service marks at the expiration or termination of the tenant's lease. All signs must be removed within thirty (30) days of lease termination. The storefront fascia shall be patched, touch-up painted and otherwise repaired to the affected Owner's reasonable satisfaction.

(D) All tenants must have their sign installed prior to opening for business.

4.3 Restrictions.

No sign shall be installed, relocated or maintained so as to prevent entry or exit out of any door.

No sign shall create a safety hazard by obstructing the views of pedestrians or vehicular traffic.

No sign shall be located within a required easement, unless an encroachment permit has been authorized by the affected utilities or easement holder and such location has also been approved by the Owners.

No sign shall obstruct access to fire hydrants, fire department connections, or fire department access roads, or any other fire safety areas.

Signs that imitate in size, color, lettering or design any traffic sign or signal, in such a manner as to interfere, mislead or confuse traffic or pedestrians, are prohibited.

Signs consisting of any moving, swinging, rotating, flashing, blinking, fluctuating or otherwise animated light, excluding time and temperature signs, are prohibited.

Any sign installed for the purpose of advertising a project, event, person or subject not related to the tenant's business upon which said sign is located is prohibited.

Signs on or affixed to trucks, automobiles, trailers or other vehicles which advertise, identify, or provide direction to a use or activity not related to its lawful making of deliveries or sales of merchandise or rendering of services from such vehicles are prohibited when such vehicles are located on the shopping center.

Signs, which audibly advertise, identify or provide direction to a use of activity, are prohibited.

Inflatable advertising devices representing such objects as blimps, hot air balloons, animals or other caricatures are prohibited.

It is unlawful for any tenant to exhibit, post or display or cause to be exhibited, posted or displayed upon any sign, anything obscene, indecent, or of immoral nature or unlawful activity.

Painted wall signs and portable signs of any type (including A-frame signs) in any landscape area or on the sidewalks are prohibited.

Cabinet wall signs are prohibited, except for recognized corporate logos, which must be embossed-type cabinets wherever allowed by the morphology of the logo.

No flags, banners, streamers, or similar marketing and signage items shall be allowed on the tenant leased space or frontage except in accordance with the City of Brentwood Sign Ordinance and with the prior approval of the City of Brentwood and the Owners.

All signs shall be installed in conjunction with specific site development, such that no off-site signs are allowed.

No A-frame or other small, portable signs shall be permitted on site or in the adjacent right-of-way.

5. Temporary Banners. Subject to the prior consent of the Owners and the City of Brentwood, a temporary banner sign to advertise the commercial business or activity of a tenant of the Shopping Center may be allowed not to exceed thirty (30) consecutive days every six (6) months in accordance with the City of Brentwood Sign Ordinance. A tenant shall be responsible for obtaining a temporary sign permit for all temporary signage from the City of Brentwood.

6. Lease. Except for provisions in a lease relating to the obligation for construction of and payment for signage as between a landlord and tenant, this Master Sign Program shall supersede any contrary provision of any lease between a tenant of the Shopping Center and an Owner. The Owners agree to attach a copy of this Master Sign Program to all leases of space in the Shopping Center. Any breach by a tenant of this Master Sign Program shall constitute a material breach and default under the applicable lease.

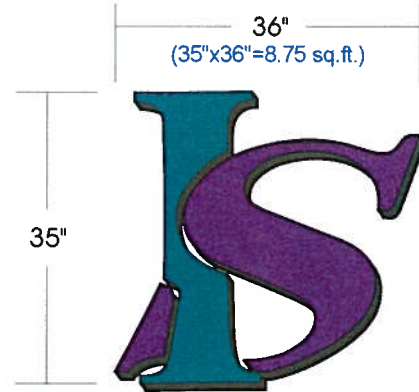
7. Successors and Assigns. This Master Sign Program shall be binding on and inure to the benefit of the Owners, their tenants and their successors, except as otherwise provided in this Agreement.

8. Modification. This Master Sign Program cannot be amended or modified except by written agreement signed by the Owners and approved by the City of Brentwood. The Owner of the In-Shape Parcel shall cooperate in any such revisions to the Master Sign Program by the Owner of the Balfour Parcel, and agrees to promptly

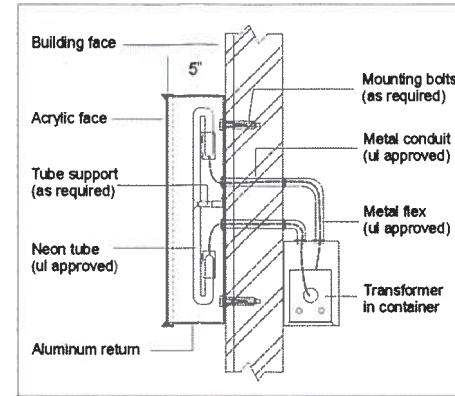
execute any additional documents related thereto as requested by the Owner of the Balfour Parcel to facilitate such modification or amendment; provided said modifications or amendments are in compliance with the foregoing items (i) through (iv).

EXHIBIT A

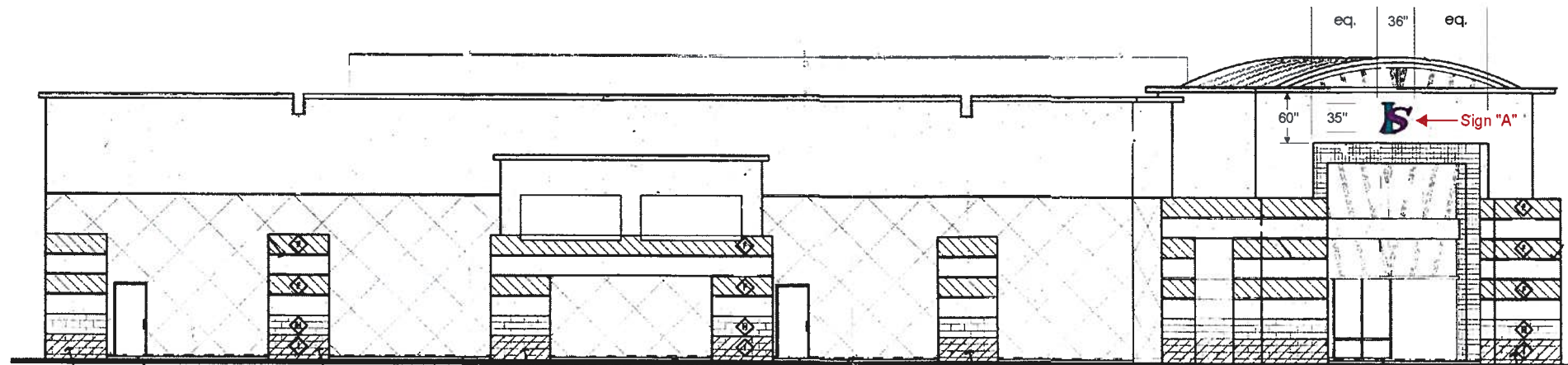
SAMPLE PARCEL MAP



Sign A
Neon Illuminated P/C Logo
Scale 3/4"=1'-0"



P/C Letter/Logo Detail nts



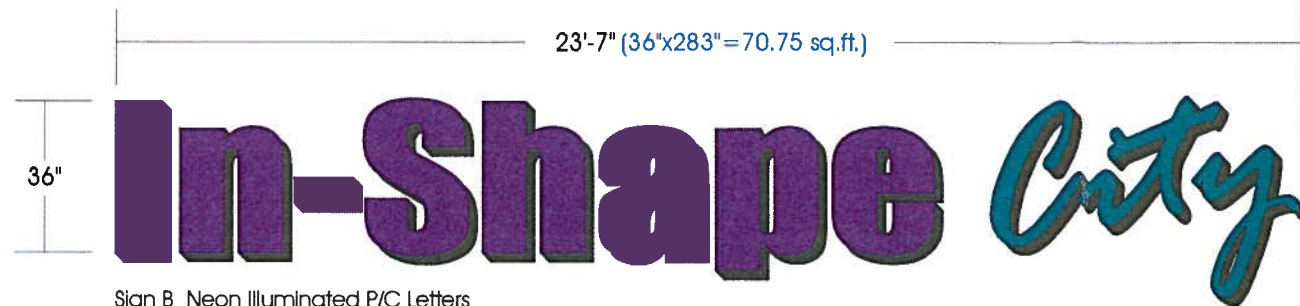
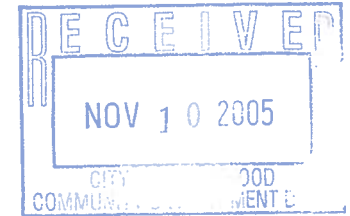
Building Elevation (east)

Scale 3/32"=1'-0"

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FILE # CUP 05-15

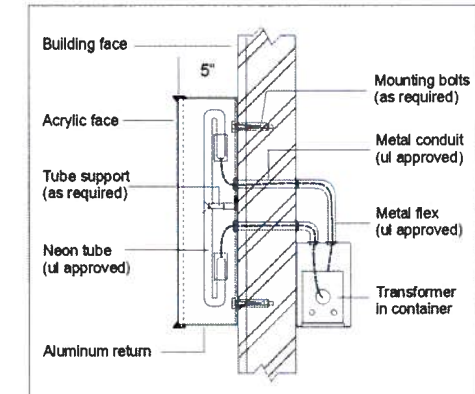
		JOB INFO		FILE		SPECIFICATIONS	
	4732 Kiernan Court Salida, Calif. 95368 1-800-481-SIGN FAX (209) 543-1326	WORK ORDER #: CLIENT: IN SHAPE CITY CONTACT: DATE: 2-27-04 PROJECT LOCATION: BALFOUR RD & GRIFFITH RD BRENTWOOD, CA	SALESPERSON: DAMON RICHMOND DRAWN BY: BAM PAGE 1 OF 3	REVISIONS: 3-30-04 bam 5-24-05 bam 7-1-05 bam 8-18-05 bam 9-27-05 bam 11-7-05 bam	SCALE: NOTED FILE NAME: IN SHAPE CITY- brentwood	Sign A Neon Illuminated P/C Logo Pan Channel Logo: white acrylic faces with vinyl overlay; plum purple #128 & teal #246 Above to have: 5" deep bronze returns with 3/4" bronze trimcap, ul approved neon illumination; "rose" (for plum purple vinyl) & "turquoise" (for teal vinyl)	
	CS.CL # 718965 DESIGN MANUFACTURING INSTALLATION MAINTENANCE	CLIENT APPROVAL _____ DATE _____ LANDLORD APPROVAL _____ DATE _____	<small>Above layout is specific to 120 volt electrical power for sign. Any other voltage at job site that requires additional install trips will be an extra charge. Copyright 2000 USS United Sign Systems. This artwork design is sole property of USS United Sign Systems and cannot be reproduced without written permission of Johnson Sign Systems.</small>				

EXHIBIT B
SAMPLE WALL SIGN DESIGN



Sign B Neon Illuminated P/C Letters
Scale 3/8" = 1'-0"

Sign A (logo): 35"x36"=8.75 sq. ft.
Sign B (letters): 36"x283"=70.75 sq. ft.
Total Sign: 79.5 sq. ft.



P/C Letter/Logo Detail nts



Building Elevation (north)

Scale 3/32" = 1'-0"

 4732 Kiernan Court Salida, Calif. 95368 1-800-481-SIGN FAX (209) 543-1326 C.S.C.L. # 718965 DESIGN MANUFACTURING INSTALLATION MAINTENANCE	WORK ORDER #: CLIENT: IN SHAPE CITY CONTACT: DATE: 2-27-04 PROJECT LOCATION: BALFOUR RD & GRIFFITH RD BRENTWOOD, CA		SALESPERSON: DAMON RICHMOND DRAWN BY: BAM PAGE 2 OF 3 CLIENT APPROVAL _____ DATE _____ LANDLORD APPROVAL _____ DATE _____		REVISIONS: 3-30-04 bam 5-24-05 bam 7-1-05 bam 8-18-05 bam 9-27-05 bam 11-7-05 bam		SCALE: NOTED FILE NAME: IN SHAPE CITY- brentwood		SPECIFICATIONS Sign B Neon Illuminated P/C Letters Pan Channel Letters: white acrylic faces with vinyl overlay; plum purple #128 & teal #246 Above to have: 5" deep bronze returns with 3/4" bronze trimcap, ul approved neon illumination; "rose" (for plum purple vinyl) & "turquoise" (for teal vinyl) <small>Above layout is specific to 120 volt electrical power for sign. Any other voltage at job site that requires additional install trips will be billed accordingly. Copyright 2000 USS United Sign Systems. This art, out-design is sole property of USS United Sign Systems and cannot be reproduced without written permission.</small>	
	Above layout is specific to 120 volt electrical power for sign. Any other voltage at job site that requires additional install trips will be billed accordingly. Copyright 2000 USS United Sign Systems. This art, out-design is sole property of USS United Sign Systems and cannot be reproduced without written permission.									

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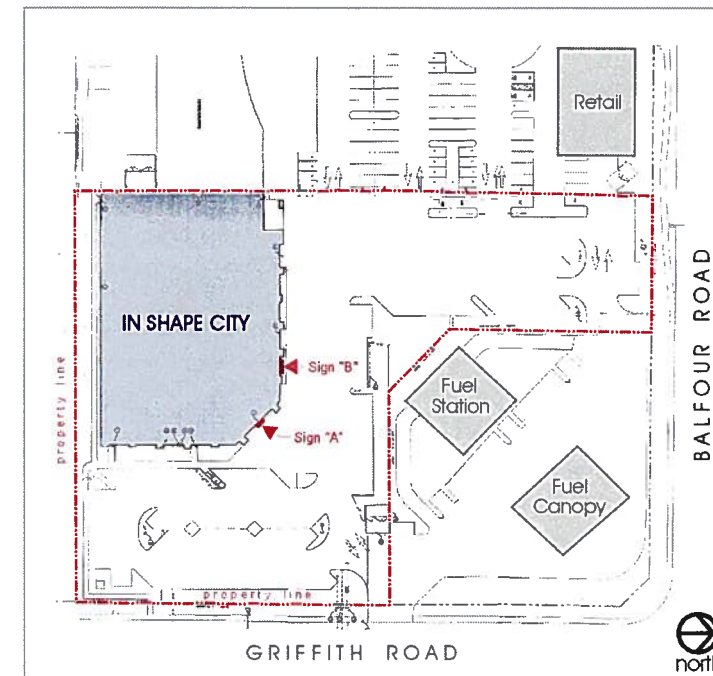
**EXHIBIT C
MONUMENT SIGN STRUCTURE DESIGN**

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FILE #CUP 05-15**



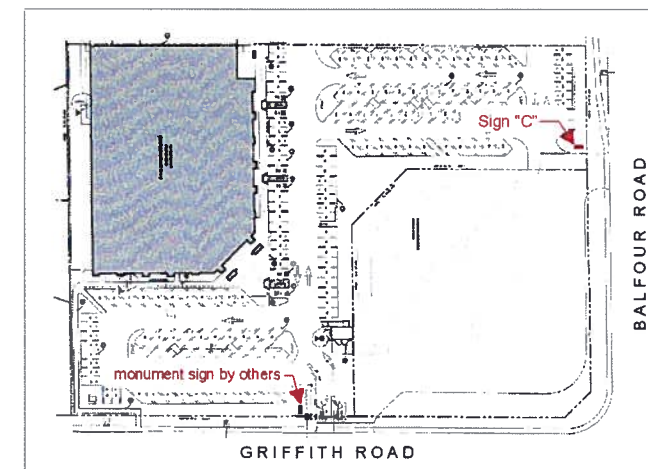
Sign C D/F Illuminated I.D./Tenant Pylon Sign

Scale 1/2" = 1'-0"



Site Plan

nts



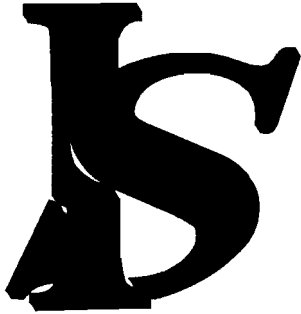
Detailed Site Plan

nts

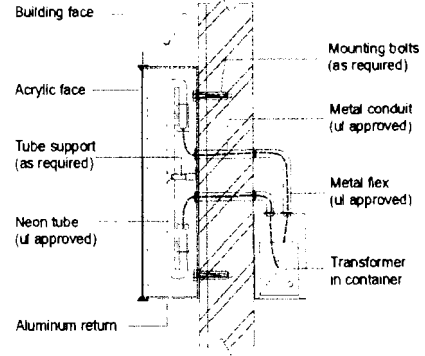
<p>USS UNITED SIGN SYSTEMS C.S.CL # 718965 DESIGN MANUFACTURING INSTALLATION MAINTENANCE</p>	<p>4732 Kiernan Court Salida, Calif. 95368 1-800-481-SIGN FAX (209) 543-1326</p>	JOB INFO		FILE	SPECIFICATIONS
		<p>WORK ORDER #: CLIENT: IN SHAPE CITY CONTACT: DATE: 2-27-04 PROJECT LOCATION: BALFOUR RD & GRIFFITH RD BRENTWOOD, CA</p>	<p>SALESPERSON: DAMON RICHMOND DRAWN BY: BAM PAGE 3 OF 3</p>	<p>REVISIONS: 3-30-04 bam 4-14-04 bam 5-24-05 bam 7-5-05 bam 8-18-05 bam 8-22-05 bam 9-27-05 bam</p>	<p>SCALE: NOTED FILE NAME: IN SHAPE CITY- brentwood</p>
		<p>CLIENT APPROVAL _____ DATE _____</p> <p>LANDLORD APPROVAL _____ DATE _____</p>	<p><small>Above layout is specific to 120 volt electrical power for sign. Any other voltage at job site that requires additional install trps will be an extra charge. Copyright 2000 USS United Sign Systems. This artwork/design is the property of USS United Sign Systems and cannot be reproduced without written permission of Job-sign Sign Systems.</small></p>		

(35"x36"=8.75 sq. ft.)

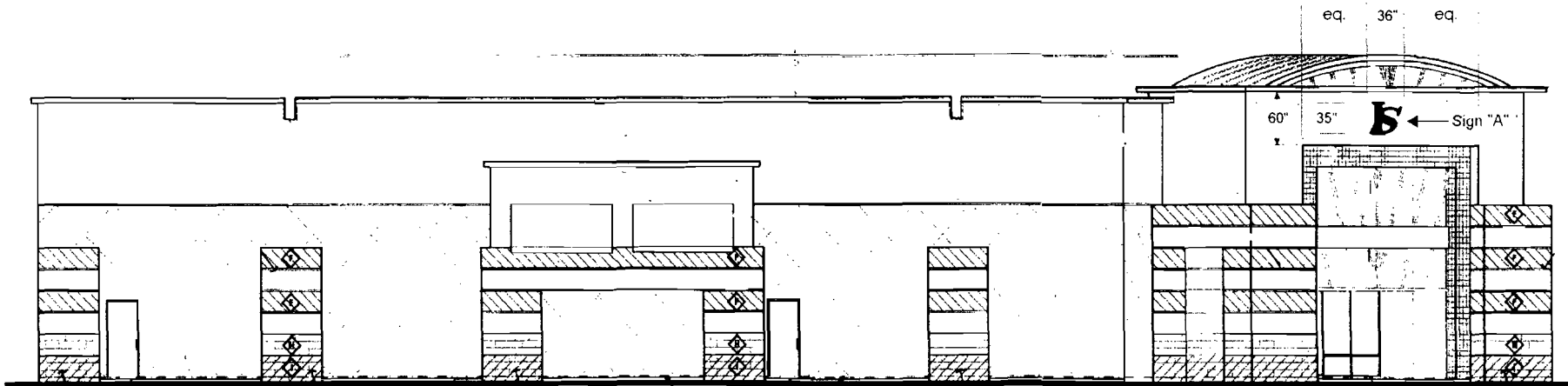
35"



Sign A
Neon Illuminated P/C Logo
Scale 3/4"= 1'-0"



P/C Letter/Logo Detail nts



Building Elevation (east)

Scale 3/32"= 1'-0"

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C.S.C.L. # 718965

4732 Kiernan Court
Salida, Calif. 95368
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DESIGN MANUFACTURING INSTALLATION MAINTENANCE

JOB INFO

WORK ORDER #
CLIENT: IN SHAPE CITY
CONTACT:
DATE: 2-27-04
PROJECT LOCATION:
BALFOUR RD & GRIFFITH RD
BRENTWOOD, CA

SALESPERSON: DAMON RICHMOND
DRAWN BY: BAM
PAGE 1 OF 3

CLIENT APPROVAL _____ DATE _____

LANDLORD APPROVAL _____ DATE _____

FILE

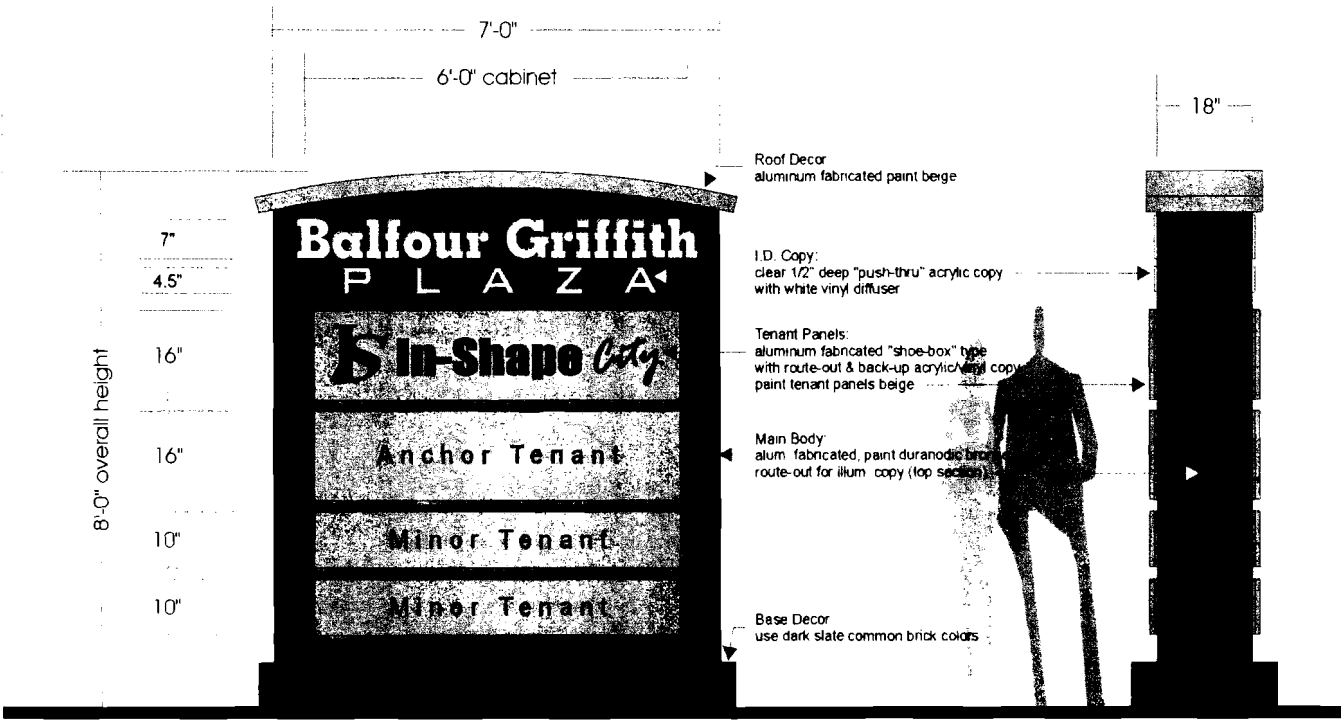
REVISIONS:
3-30-04 bam
5-24-05 bam
7-1-05 bam
8-18-05 bam
9-27-05 bam
11-7-05 bam

SCALE:
NOTED
FILE NAME:
IN SHAPE CITY-
brentwood

SPECIFICATIONS

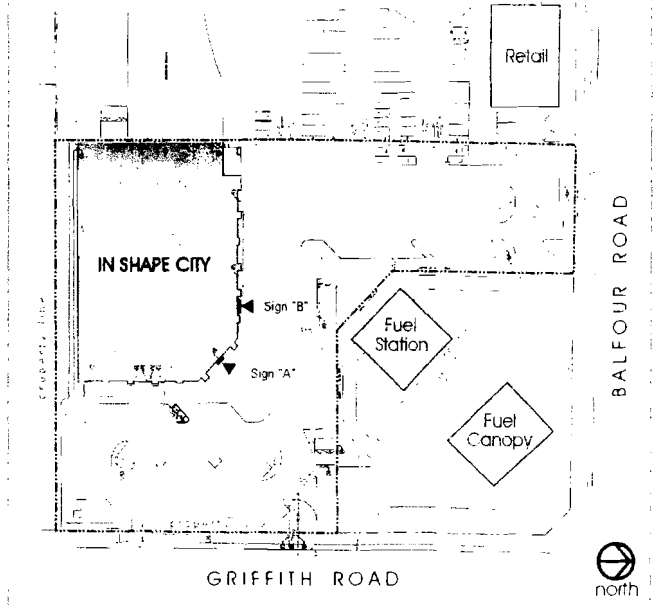
Sign A Neon Illuminated P/C Logo
Pan Channel Logo white acrylic faces with vinyl overlay; plum purple #128 & teal #246
Above to have:
5" deep bronze returns with 3/4" bronze trimcap, ul approved neon illumination; "rose" (for plum purple vinyl) & "turquoise" (for teal vinyl)

Above layout is specific to 120 volt electrical power for sign. Any other voltage at job site that requires additional install trips will be an extra charge.
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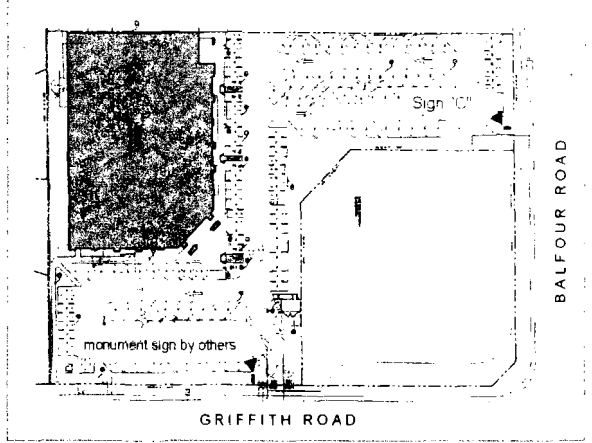
Signs C,D D/F Illuminated Monument Signs (two (2) signs req'd)

Scale 1/2" = 1'-0"



Site Plan

nts



Detailed Site Plan

nts

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C.S.C.L. # 718965
DESIGN MANUFACTURING INSTALLATION MAINTENANCE

JOB INFO

WORK ORDER #
CLIENT: IN SHAPE CITY
CONTACT:
DATE: 2-27-04
PROJECT LOCATION:
BALFOUR RD & GRIFFITH RD
BRENTWOOD, CA

SALESPERSON: DAMON RICHMOND
DRAWN BY: BAM
PAGE 3 OF 3

CLIENT APPROVAL _____ DATE _____
LANDLORD APPROVAL _____ DATE _____

FILE

REVISIONS:
3-30-04 bam
4-14-04 bam
5-24-05 bam
7-5-05 bam
8-18-05 bam
8-22-05 bam
9-27-05 bam
12-9-05 bam

SCALE:
NOTED

FILE NAME:
IN SHAPE CITY-
brentwood

SPECIFICATIONS

See Drawing for specifications

Above layout is specific to 120-volt electrical power for sign. Any other voltage at job site that requires additional metal steps will be at client's charge.
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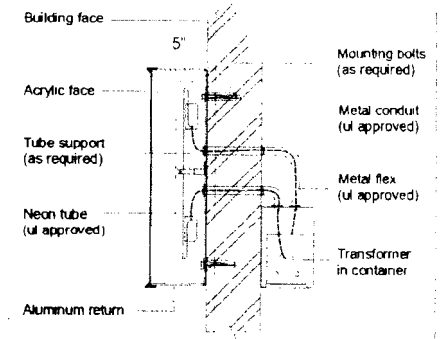
23'-7" (36"x283" = 70.75 sq.ft.)

36"

In-Shape City

Sign B Neon Illuminated P/C Letters
Scale 3/8" = 1'-0"

Sign A (logo): 35"x36"=8.75 sq. ft.
Sign B (letters): 36"x283"=70.75 sq. ft.
Total Sign: 79.5 sq. ft.



P/C Letter/Logo Detail

nts



Building Elevation (north)

Scale 3/32" = 1'-0"

USS UNITED
SIGN SYSTEMS

CSCL # 718965

DESIGN MANUFACTURING INSTALLATION MAINTENANCE

4732 Kiernan Court
Salida, Calif. 95368
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WORK ORDER #
CLIENT: IN SHAPE CITY
CONTACT:
DATE: 2-27-04
PROJECT LOCATION:
BALFOUR RD & GRIFFITH RD
BRENTWOOD, CA

SALESPERSON: DAMON RICHMOND
DRAWN BY: BAM
PAGE 2 OF 3

CLIENT APPROVAL _____ **DATE** _____
LANDLORD APPROVAL _____ **DATE** _____

JOB INFO

REVISIONS:
3-30-04 bam
5-24-05 bam
7-1-05 bam
8-18-05 bam
9-27-05 bam
11-7-05 bam

SCALE:
NOTED

FILE NAME:
IN SHAPE CITY-
brentwood

FILE

SPECIFICATIONS

Sign B Neon Illuminated P/C Letters

Pan Channel Letters: white acrylic faces with vinyl overlay; plum purple #128 & teal #246

Above to have:
5" deep bronze returns with 3/4" bronze trimcap, ul approved neon illumination, "rose" (for plum purple vinyl) & "turquoise" (for teal vinyl)

Above layout is specific to 120 volt electrical power for sign. Any other voltage at job site that requires additional wiring will be an extra charge.
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