

THIRD AMENDMENT TO LEASE

THIS THIRD AMENDMENT TO LEASE (this “ Amendment”) dated this 7th day of July, 2015 is by and between North River IV LLC, A Delaware Limited Partnership (“**Landlord**”), with an address of 224 12th Avenue, New York, NY 10001 and as successor to RREEF AMERICA REIT III-Z4 LLC, a Delaware limited liability company (“**Previous Landlord**”) and RBC Capital Markets, LLC, a Minnesota limited liability company (“**Tenant**”), f/k/a RBC CAPITAL MARKETS CORPORATION, a Minnesota corporation, relating to the premises consisting of approximately 14,223 rentable square feet (the “**Premises**”) located in the building (the “**Building**”) located in the City of Portland, County of Cumberland, State of Maine, commonly known as Two Portland Square (the “**Property**”), each as more particularly described in the Lease.

W I T N E S S E T H:

WHEREAS, Landlord, as landlord, and Tenant, as tenant, entered into that certain Lease with a Lease Reference Date of February 12, 2008, as affected by the certain Commencement Date Memorandum, dated as of June 6, 2008, that certain First Amendment to Lease dated June __, 2008, and that Second Amendment to Lease dated as of March 10, 2009 by and between Landlord, as landlord and Tenant, as tenant (together, the “**Lease**”);

WHEREAS, Landlord acquired the Property by Deed and an assignment of the Previous Landlord’s interest in Lease from Previous Landlord on March 26, 2015 and Tenant is the current holder of the tenant’s interest under the Lease;

WHEREAS, Landlord and Tenant desire to amend the Lease as more fully set forth below.

NOW THEREFORE, in consideration of the mutual covenants and conditions contained herein and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Capitalized Terms. Each capitalized term appearing but not defined herein shall have the meaning, if any, ascribed to such term in the Lease. As used herein, the “Effective Date” is the date of full execution of this Amendment.
2. Recitals. The recitals above set forth are true and complete and are incorporated herein by reference.

3. Amendments. The Lease is hereby amended as follows:
- a. Term of the Lease. As of the Effective Date, the Term of the Lease shall be extended until April 30, 2026 (the period from the Effective Date until April 30, 2026, is herein the “**Extended Term**”). As of the Effective Date, the Termination Date of the Lease shall be April 30, 2026, and further provided that such Termination Date shall be extended if Tenant exercises its option to extend as set forth in Article 40 of the Lease (as amended) or earlier terminated in accordance with the terms of the Lease, as amended by this Amendment.
 - b. Annual Rent and Monthly Installment of Rent. In the Reference Pages of the Lease, the subsection thereof in which the term “Annual Rent and Monthly Installment of Rent (Article 3)” is defined, is hereby amended to insert the following as of the Effective Date:

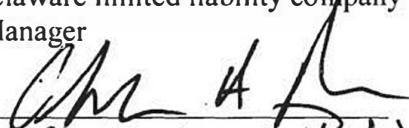
<u>Period</u>	<u>Rent Sq. Ft</u>
5/1/16 to 4/30/17	14,223
5/1/17 to 4/30/18	14,223
5/1/18 to 4/30/19	14,223
5/1/19 to 4/30/20	14,223
5/1/20 to 4/30/21	14,223
5/1/21 to 4/30/22	14,223
5/1/23 to 4/30/23	14,223
5/1/23 to 4/30/24	14,223
5/1/24 to 4/30/25	14,223
5/1/25 to 4/30/26	14,223

23. Counterparts This Amendment may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Signatures of this Amendment which are transmitted by either or both electronic or telephonic means (including, without limitation, facsimile and email) are valid for all purposes. Any party shall, however, deliver an original signature of this Amendment to the other party upon request.

IN WITNESS WHEREOF, Landlord and Tenant have executed this Third Amendment as of the date first written above


LANDLORD

NORTH RIVER IV LLC
Delaware limited liability company
By: NORTH RIVER COMPANY LLC
A Delaware limited liability company
Its Manager

By: 
Name: Christopher H. Pacheco
Title: Vice President
Date: 8/5/2015

TENANT

RBC CAPITAL MARKETS LLC, a
Minnesota limited liability company

By: 
Name: Kristen Kimmell
Title: Chief of Staff
Date: 8/3/15

[Third Amendment to Lease – Two Portland Square, Portland, Maine]