

CONSENT TO ASSIGNMENT

The PERALTA COMMUNITY COLLEGE DISTRICT, a political subdivision of the State of California (the "**District**"), hereby consents to the Assignment Agreement (Agreement of Property Exchange and Joint Escrow Instructions) by and between Palmtree Acquisition Corporation, a Delaware corporation (a subsidiary of ProLogis, a Maryland real estate investment trust) as Assignor, and Catellus Alameda Development, LLC, a Delaware limited liability company, as Assignee (the "**Assignment**"), to which this Consent to Assignment is attached. District disclaims any knowledge or representation as to the status of any rights purported to be assigned by the Assignment."

DISTRICT:

PERALTA COMMUNITY COLLEGE DISTRICT,
a political subdivision of the State of California

By: _____
Name: _____
Title: _____

Approved as to form:

By: _____
Name: _____
Title: _____