

EXHIBIT J

MEMORANDUM OF AGREEMENT

RECORDING REQUESTED BY AND
WHEN RECORDED MAIL TO:

Sunnyvale Redevelopment Agency
456 West Olive Avenue
Sunnyvale, California 940881
Attention: Executive Director

No fee for recording pursuant to
Government Code Section 27383

MEMORANDUM OF AMENDED AND RESTATED
DISPOSITION AND DEVELOPMENT AND OWNER PARTICIPATION AGREEMENT

THE SUNNYVALE REDEVELOPMENT AGENCY, a public body, corporate and politic, herein called "Agency", acting to carry out a redevelopment plan under the Community Redevelopment Law of California, and Downtown Sunnyvale Mixed Use, LLC, a Delaware limited liability company, herein called "Developer", have entered into an Amended and Restated Disposition and Development and Owner Participation Agreement dated as of _____, 2007 (the "DDA") which affects the real property situated in the City of Sunnyvale, County of Santa Clara, State of California, more particularly described in Exhibit A attached hereto (the "Property").

The DDA imposes certain obligations on Developer with respect to the Property including but not limited to the following:

1. The obligation to develop the Property in accordance with the DDA and for the uses specified in the DDA.
2. An obligation to refrain from discrimination on account of race, color, creed, religion, sex, marital status, national origin or ancestry in the conveyance, leasing, subleasing, transferring, use, occupant, tenure or enjoyment of the Property.
3. A prohibition on transfers of the Property which will result in the Property being exempt from property tax.
4. An obligation to participate in certain downtown Sunnyvale activities.

5. An obligation to permit the Agency or the City of Sunnyvale to make use of certain plazas on the Property.

6. An obligation to provide certain levels of security for the Property.

7. An obligation to obtain the consent of the Agency for certain transfers of the Property or interests in the Developer.

8. A right on the part of the Agency to purchase the portion of the Property owned by the Developer for the fair market value thereof in the event that there is an uncured default or failure by the Developer under the DDA occurring prior to the completion of the development of the Property contemplated by the DDA.

IN WITNESS WHEREOF, the parties hereto have executed this Memorandum of Owner Participation and Disposition and Development Agreement this ____ day of ____, 200_.

GRANTOR:

SUNNYVALE REDEVELOPMENT
AGENCY, a public body corporate and politic

By: _____
Name: _____
Title: _____

GRANTEE:

DOWNTOWN SUNNYVALE MIXED USE, LLC, a
Delaware limited liability company

By: RREEF America REIT III Corp. MM
a Maryland corporation, its manager

By: _____
David M. Wilbur
Its: Vice President

Exhibit A

(Legal Description of the Property)