

CERTIFICATE OF FORMATION

OF

USR REAL ESTATE HOLDINGS LLC

This Certificate of Formation is being executed as of August 22, 2017, for the purpose of forming a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Del. C. §§ 18-101, et seq.

The undersigned, being duly authorized to execute and file this Certificate of Formation, does hereby certify as follows:

1. Name. The name of the limited liability company (the "Company") is URS Real Estate Holdings LLC.

2. Registered Office and Registered Agent. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware, 19801. The name of its registered agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has duly executed this Certificate of Formation as of the date first above written.

/s/ Howard P. Young

Howard P. Young  
Authorized Person

STATE OF DELAWARE  
CERTIFICATE OF CORRECTION

OF

USR REAL ESTATE HOLDINGS LLC,  
A DELAWARE LIMITED LIABILITY COMPANY,

TO BE FILED PURSUANT TO SECTION 18-211(A)

1. The name of the limited liability company (the "Company") is USR Real Estate Holdings LLC.
2. That a Certificate of Formation (the "Certificate") was filed by the Secretary of State of Delaware on August 22, 2017, and that said Certificate requires correction as permitted by Section 18-211 of the Limited Liability Company Act of the State of Delaware.
3. The inaccuracy or defect of said Certificate is in Section 1 of the Certificate which states the name of the Company.
4. Section 1 of the Certificate is hereby corrected to read as follows:

"1. Name. The name of the limited liability company (the "Company") is USR Real Estate Holdings LLC."

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Correction on the 28<sup>th</sup> day of August, 2017.

*/s/ Howard P. Young* \_\_\_\_\_

Howard P. Young  
Authorized Person

**USR REAL ESTATE HOLDINGS LLC**

**Action by Written Consent of the Managers  
in lieu of Meeting**

**September 9, 2019**


The undersigned, being all of the Managers of USR Real Estate Holdings LLC, a Delaware limited liability company (the "Company"), by written consent pursuant to Section 18-404(d) of the Delaware Limited Liability Company Act and the Limited Liability Company Agreement, do hereby consent to the following action in lieu of a meeting of the Board of Managers of the Company.

The adoption of the following:

- RESOLVED:** That Michael Kenny is hereby elected Senior Vice President, Real Estate, effective September 9, 2019, to serve until his successor is duly appointed and qualified, or until his earlier death, removal or resignation.
- RESOLVED:** That all actions heretofore taken on behalf of this Company by any of the duly appointed officers of the Company prior to the effective date of this consent are hereby ratified and affirmed in all respects.
- RESOLVED:** The actions taken herein shall have the same force and effect as if taken by the undersigned at a meeting of the Board of Managers of the Company, duly called and constituted pursuant to the Limited Liability Company Agreement of the Company and Delaware Limited Liability Company Act.
- RESOLVED:** The Secretary or Assistant Secretary of the Company is hereby authorized and directed to insert an executed copy of this consent in the minute book of the Company.

**IN WITNESS WHEREOF**, the undersigned have executed this consent.

**MANAGERS:**

  
\_\_\_\_\_  
Steven D. Bussberg

  
\_\_\_\_\_  
Michael Motz



Secretary of State  
**Application to Register a Foreign Limited Liability Company (LLC)**

LLC-5

201734210272

**FILED** *mg*  
 Secretary of State  
 State of California  
 DEC 04 2017 *[Signature]*

**IMPORTANT — Read Instructions before completing this form.**

Must be submitted with a current Certificate of Good Standing issued by the government agency where the LLC was formed. See Instructions.

**Filing Fee - \$70.00**

**Copy Fees -** First page \$1.00; each attachment page \$0.50;  
 Certification Fee - \$5.00

*Note:* Registered LLCs in California may have to pay minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to <https://www.ftb.ca.gov>.

*IPC* This Space For Office Use Only

**1a. LLC Name** (Enter the exact name of the LLC as listed on your attached Certificate of Good Standing.)

USR Services LLC

**1b. California Alternate Name, If Required** (See Instructions – Only enter an alternate name if the LLC name in 1a not available in California.)

**2. LLC History** (See Instructions – Ensure that the formation date and jurisdiction match the attached Certificate of Good Standing.)

**a. Date LLC was formed in home jurisdiction (MM/DD/YYYY)**

11 / 15 / 2017

**b. Jurisdiction** (State, foreign country or place where this LLC is formed.)

Delaware

**c. Authority Statement** (Do not alter Authority Statement)

This LLC currently has powers and privileges to conduct business in the state, foreign country or place entered in Item 2b.

**3. Business Addresses** (Enter the complete business addresses. Items 3a and 3b cannot be a P.O. Box or "in care of" an individual or entity.)

a. Street Address of Principal Executive Office - Do not enter a P.O. Box	City (no abbreviations)	State	Zip Code
500 Staples Drive	Framingham	MA	01702
b. Street Address of Principal Office in California, if any - Do not enter a P.O. Box	City (no abbreviations)	State	Zip Code
c. Mailing Address of Principal Executive Office, if different than Item 3a	City (no abbreviations)	State	Zip Code

**4. Service of Process** (Must provide either Individual OR Corporation.)

**INDIVIDUAL** – Complete Items 4a and 4b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is not a corporation)	Middle Name	Last Name	Suffix
b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box	City (no abbreviations)	State	Zip Code

**CORPORATION** – Complete Item 4c only. Only include the name of the registered agent Corporation.

**c. California Registered Corporate Agent's Name** (if agent is a corporation) – Do not complete Item 4a or 4b

C T Corporation System

**5. Read and Sign Below** (See Instructions. Title not required.)

I am authorized to sign on behalf of the foreign LLC.

*[Signature]*  
 Signature

Cristina Gonzalez  
 Type or Print Name

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "USR SERVICES LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF DECEMBER, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.



6591022 8300

SR# 20177335467

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203666589

Date: 12-01-17

201734210272



500 STAPLES DR.  
FRAMINGHAM, MA 01702  
T: 508-253-5000

March 10, 2020

Department of City Planning  
200 N. Spring Street  
Los Angeles, California 90012

Re: APPLICATION FOR ZONING/LAND USE ENTITLEMENTS: 6450-6462 Sunset Boulevard; 1445-1447 Cole Place; and 1420-1454 Wilcox Avenue

To Whom It May Concern:

USR Real Estate Holdings LLC (the “**Owner**”) is the current owner of the property located at 6450 Sunset Boulevard bearing Assessor Parcel Number 5546-014-056 (the “**Property**”). By this letter, the Owner hereby authorizes Seward Partners LLC, a Delaware limited liability company (the “**Developer**”), its employees, representatives, agents, and/or consultants, to prepare, execute, file, submit and process any land-use, zoning or other permit applications necessary for the sole purpose of seeking approval from the City of Los Angeles for a development project at the Property (the “**Authorization**”), provided that such Authorization shall terminate and be of no further force and effect as of May 31, 2020.

If you have any questions regarding this authorization letter, please contact Michael Kenny, the Owner’s Senior Vice President, Real Estate, at(508)253-0525 or by email at Michael.Kenny@Staples.com.

USR Real Estate Holdings LLC

By: 

Name: Michael Kenny

Title: Senior Vice President, Real Estate



**Secretary of State**  
**Statement of Information**  
 (Limited Liability Company)

**LLC-12**

18-A22974

**FILED**

In the office of the Secretary of State  
 of the State of California

JAN 18, 2018

**This Space For Office Use Only**

**IMPORTANT** — Read instructions before completing this form.

**Filing Fee – \$20.00**

**Copy Fees** – First page \$1.00; each attachment page \$0.50;  
 Certification Fee - \$5.00 plus copy fees

**1. Limited Liability Company Name** (Enter the exact name of the LLC. If you registered in California using an alternate name, see instructions.)  
 USR SERVICES LLC

**2. 12-Digit Secretary of State File Number** 201734210272  
**3. State, Foreign Country or Place of Organization** (only if formed outside of California)  
 DELAWARE

**4. Business Addresses**

a. Street Address of Principal Office - Do not list a P.O. Box 500 Staples Drive	City (no abbreviations) Framingham	State MA	Zip Code 01702
b. Mailing Address of LLC, if different than item 4a 500 Staples Drive	City (no abbreviations) Framingham	State MA	Zip Code 01702
c. Street Address of California Office, if Item 4a is not in California - Do not list a P.O. Box	City (no abbreviations)	State CA	Zip Code

**5. Manager(s) or Member(s)**

If no **managers** have been appointed or elected, provide the name and address of each **member**. At least one name **and** address must be listed. If the manager/member is an individual, complete Items 5a and 5c (leave Item 5b blank). If the manager/member is an entity, complete Items 5b and 5c (leave Item 5a blank). Note: The LLC cannot serve as its own manager or member. If the LLC has additional managers/members, enter the name(s) and addresses on Form LLC-12A (see instructions).

a. First Name, if an individual - Do not complete Item 5b Shira	Middle Name	Last Name Goodman	Suffix
b. Entity Name - Do not complete Item 5a			
c. Address 500 Staples Drive	City (no abbreviations) Framingham	State MA	Zip Code 01702

**6. Service of Process** (Must provide either Individual OR Corporation.)

**INDIVIDUAL** – Complete Items 6a and 6b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is not a corporation)	Middle Name	Last Name	Suffix
b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box			
		City (no abbreviations)	State CA

**CORPORATION** – Complete Item 6c only. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) – Do not complete Item 6a or 6b  
 C T CORPORATION SYSTEM (C0168406)

**7. Type of Business**

a. Describe the type of business or services of the Limited Liability Company  
 Sale of office products

**8. Chief Executive Officer, if elected or appointed**

a. First Name Steven	Middle Name	Last Name Matyas	Suffix
b. Address 500 Staples Drive	City (no abbreviations) Framingham	State MA	Zip Code 01702

**9. The Information contained herein, including any attachments, is true and correct.**

01/18/2018

Kelly Lettmann

Power of Attorney

Date

Type or Print Name of Person Completing the Form

Title

Signature

**Return Address (Optional)** (For communication from the Secretary of State related to this document, or if purchasing a copy of the filed document enter the name of a person or company and the mailing address. This information will become public when filed. SEE INSTRUCTIONS BEFORE COMPLETING.)

Name: [ ]

Company:

Address:

City/State/Zip: [ ]





**STAPLES THE OFFICE SUPERSTORE, LLC**

**ASSISTANT SECRETARY'S CERTIFICATE**

I, Jason Ellis, hereby certify that I am the duly elected Assistant Secretary of Staples the Office Superstore, LLC, a Delaware limited liability company (the "Company"), and I do hereby certify that the following individuals are each hereby elected or appointed to serve as Managers of the Company, effective as the date listed below, and that none of the Managers listed below have been removed or resigned:

Steven D. Bussberg – elected February 4, 2018

Michael Motz – elected March 18, 2019

IN WITNESS WHEREOF, I have signed this certificate on behalf of the Company on this 11<sup>th</sup> day of March, 2020.



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Jason Ellis, Assistant Secretary