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**THIRD AMENDMENT TO
AMENDED AND RESTATED LEASE NO. 20755
20755**

THIS THIRD AMENDMENT TO AGREEMENT NO. 20755 is made and entered, in duplicate, as of July 19, 2005 for reference purposes only, pursuant to a minute order adopted by the City Council of the City of Long Beach at its meeting on July 19, 2005, by and between BAJA LA PALAPA RESTAURANT GROUP, INC. ("Tenant"), whose address is 4020 E. Olympic Plaza, Long Beach, CA 90803, and the CITY OF LONG BEACH, a municipal corporation, organized and trust grantee of the State of California of certain tide and submerged lands within said City ("City" or "Landlord").

WHEREAS, on May 30, 1989, by minute order, the City Council of the City of Long Beach approved a lease between Campo, Inc. and the City of Long Beach and authorized the City Manager to execute the same. Pursuant to said authorization, the parties hereto executed a lease for a five (5) year term; and

WHEREAS, on July 17, 1990, by minute order, the City Council of the City of Long Beach approved an Amended and Restated Lease and authorized the City Manager to execute the same. Pursuant to said authorization, the parties hereto executed a lease for a ten (10) year term with two five-year options to extend; and

WHEREAS, on April 25, 1995, by minute order, the City Council of the City of Long Beach approved a First Amendment to Amended and Restated Lease and authorized the City Manager to execute the same; and

WHEREAS, on or about April 5, 1999, the City of Long Beach consented to the Assignment of the subject Amended and Restated Lease from Campo Corporation to Baja La Palapa Restaurant Group, Inc. and approved a Second Amendment to Amended and Restated Lease and authorized the City Manager to execute the same; and

WHEREAS, the parties desire to expand the lease premises and exercise the second option to extend the term of Lease No. 20755;

NOW, THEREFORE, in consideration of the mutual terms, covenants, and

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City Attorney of Long Beach
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Long Beach, California 90802-4664
Telephone (562) 570-2200

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1 conditions in Lease No. 20755 and herein, the parties agree as follows:

2 1. The above recitals are true and correct and are incorporated herein by this
3 reference.

4 2. Paragraph 2 of the First Amendment to Amended and Restated Lease dated
5 as of June 14, 1995 is hereby amended in its entirety to read as follows:

6 "2. PREMISES: Landlord leases to Tenant, and Tenant
7 leases from Landlord, the parcel of real property located in the
8 City of Long Beach, County of Los Angeles, State of California,
9 commonly known as 4020 E. Olympic Plaza, Long Beach,
10 California 90803, and shown on Exhibits "A-1" through "A-5"
11 ('premises') upon the terms and conditions expressed herein
12 and in the General Conditions set forth in Exhibit "B". Exhibits
13 "A-1", "A-2", "A-3", "A-4", and "A-5" are by their reference made
14 a part hereof.

15 3. Paragraph 3 described in the Amended and Restated Lease dated as of July
16 24, 1990 is hereby amended in its entirety to read as follows:

17 "3. TERM: The term of this Lease shall begin on July 24,
18 1990 ('commencement date') and shall end at midnight on July
19 23, 2010."

20 4. Except as expressly amended herein, all of the terms, covenants, and
21 conditions in Amended and Restated Lease No. 20755 are ratified and confirmed and shall
22 remain in full force and effect.

23 IN WITNESS WHEREOF, the parties have executed this document with all
24 formalities required by law as of the date first stated above.

25 BAJALA PALAPA RESTAURANT GROUP, INC.

26 August 30, 2005

27 By Mary del Valle
28 Title President

Robert E. Shannon
City Attorney of Long Beach
333 West Ocean Boulevard
Long Beach, California 90802-4664
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BAJA LA PALAPA RESTAURANT GROUP, INC.

Aug 30, 2005

By *Phillip Hawthorn*
Title *Gen. Mgr.*

"Tenant"

CITY OF LONG BEACH, a municipal corporation

Nov. 11, 2005

By *Mark R. Quinn*
City Manager

"City" or "Landlord"

The foregoing Third Amendment to Amended and Restated Lease No. 20755
is hereby approved as to form on November 7, 2005.

ROBERT E. SHANNON, City Attorney

By *Charles Parkin*
Deputy

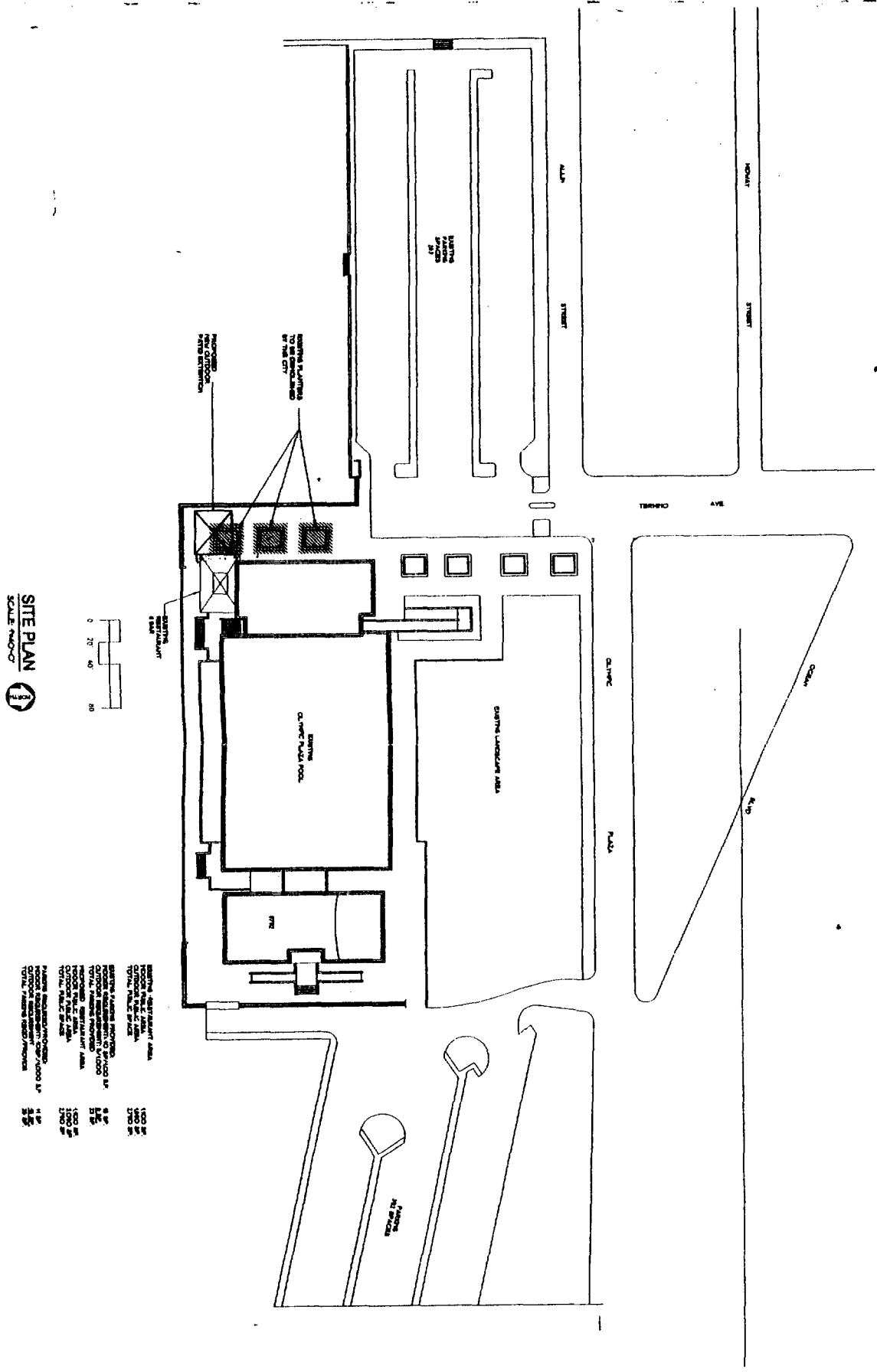
JCP:sek
07/15/05 (draft); 8/1/05 (revised draft)
L:\APPS\CtyLaw32\WPDOCS\D029\004\00077528.WPD #05-03167

EXHIBIT A-1

LA PALAPA RESTAURANT & BAR

NEW OUTDOOR PATIO EXTENSION

4020 OLYMPIC PLAZA
LONG BEACH, CA 90803

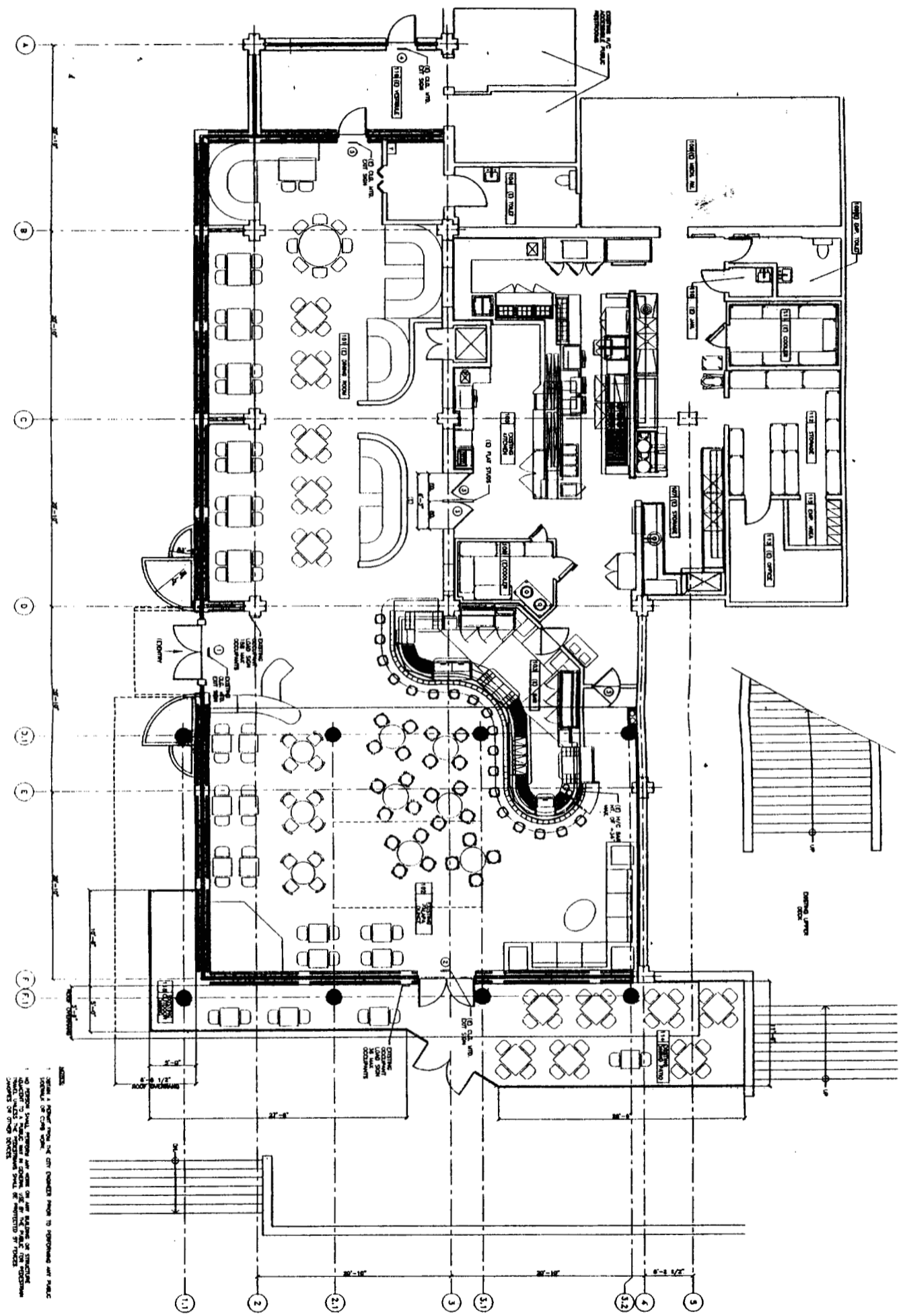


SITE PLAN
SCALE 1/8"=1'-0"

EXISTING RESTAURANT AREA	1000 SF
EXISTING BAR AREA	200 SF
EXISTING KITCHEN AREA	200 SF
EXISTING LANDSCAPE AREA	200 SF
EXISTING OLIMPIC PLAZA POOL	200 SF
EXISTING DRIVE	200 SF
NEW OUTDOOR PATIO	1000 SF
NEW RESTAURANT AREA	1000 SF
NEW BAR AREA	200 SF
NEW KITCHEN AREA	200 SF
NEW DRIVE	200 SF
TOTAL PROJECT AREA	4000 SF

<p>PROJECT NO. 01-1000 DATE: 08/94</p> <p style="font-size: 2em; font-weight: bold;">A-0</p>	<p>LA PALAPA RESTAURANT & BAR NEW OUTDOOR PATIO 4020 OLYMPIC PLAZA LONG BEACH CALIFORNIA</p>	<p>SHEET TITLE SITE PLAN</p>		<p>LaPalapa DE L A M A R Architectural, Bar, Remodel, Pool & Spa 4020 OLYMPIC PLAZA, LONG BEACH, CA 90803 TEL: (562) 433-8702 FAX: (562) 433-8885</p>
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EXHIBIT A-2



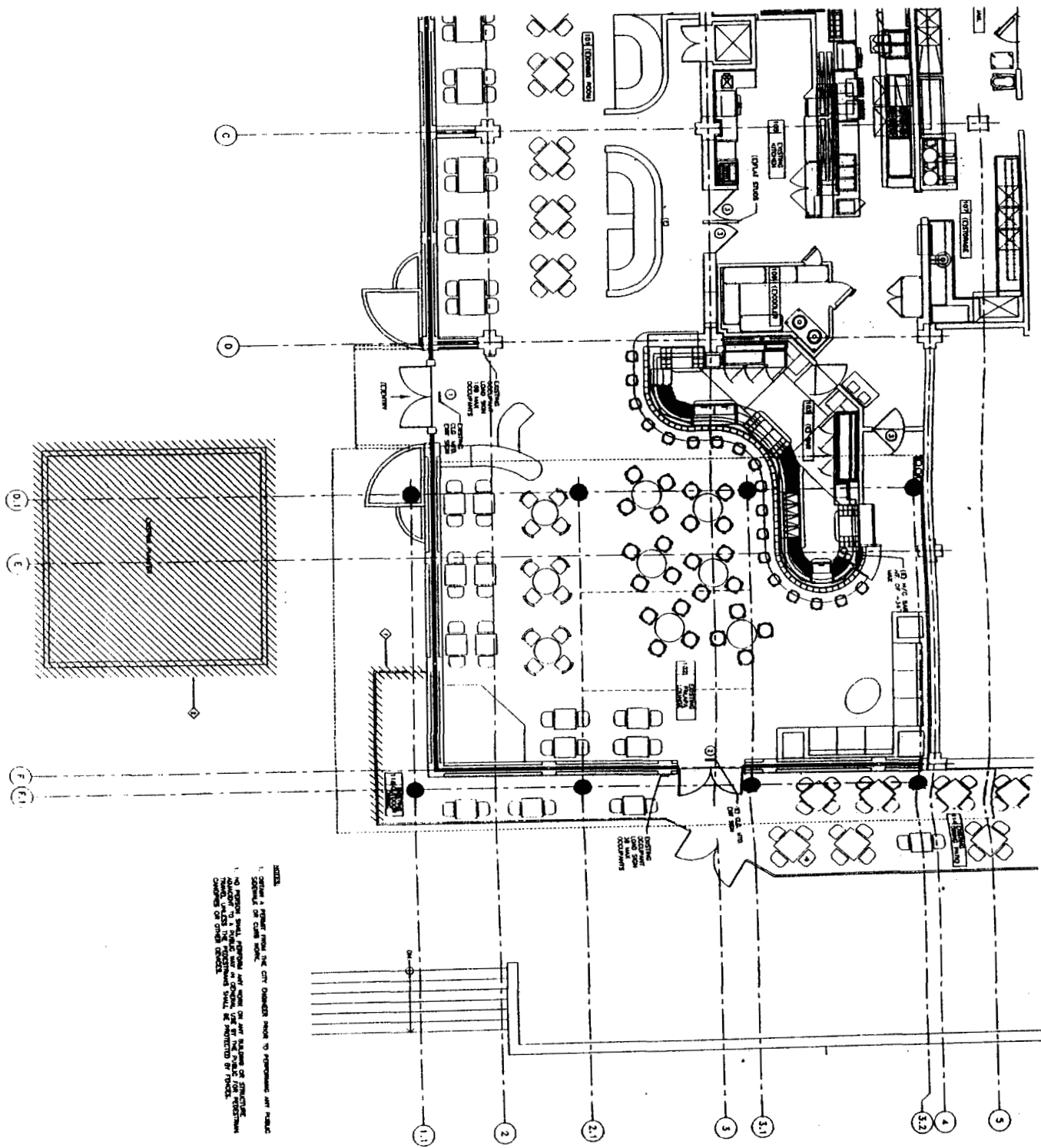
EXISTING FLOOR PLAN
SCALE: 1/8" = 1'-0"

NOTES:
1. EXISTING PATIO AND NEW PATIO ARE TO BE CONSTRUCTED AND FINISHED AS SHOWN.
2. EXISTING PATIO AND NEW PATIO ARE TO BE CONSTRUCTED AND FINISHED AS SHOWN.
3. EXISTING PATIO AND NEW PATIO ARE TO BE CONSTRUCTED AND FINISHED AS SHOWN.
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5. EXISTING PATIO AND NEW PATIO ARE TO BE CONSTRUCTED AND FINISHED AS SHOWN.

SHEET NUMBER A-1	DATE 10/1/00	DESIGNER J. J. J.	PROJECT NAME LA PALAPA RESTAURANT & BAR NEW OUTDOOR PATIO 4020 OLYMPIC PLAZA LONG BEACH CALIFORNIA	EXISTING FLOOR PLAN		
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EXHIBIT A-2

EXHIBIT A-3



NOTES:
 1. REMOVE ALL EXISTING RESTAURANT AND BAR EQUIPMENT AND FIXTURES.
 2. REMOVE ALL EXISTING RESTAURANT AND BAR PARTITIONS AND WALLS.
 3. REMOVE ALL EXISTING RESTAURANT AND BAR FLOORING AND CEILING.
 4. REMOVE ALL EXISTING RESTAURANT AND BAR LIGHTING AND ELECTRICAL.
 5. REMOVE ALL EXISTING RESTAURANT AND BAR MECHANICAL AND PLUMBING.
 6. REMOVE ALL EXISTING RESTAURANT AND BAR STRUCTURAL MEMBERS.
 7. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR WALLS AND ROOFING.
 8. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR FLOORING AND CEILING.
 9. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR LIGHTING AND ELECTRICAL.
 10. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR MECHANICAL AND PLUMBING.
 11. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR STRUCTURAL MEMBERS.
 12. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR FINISHES.
 13. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR PAINTS AND COATINGS.
 14. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR GLAZING AND GLASS.
 15. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR DOORS AND WINDOWS.
 16. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR STAIRS AND RAMPING.
 17. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR SIGNAGE AND MARKING.
 18. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR UTILITIES AND SERVICES.
 19. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR LANDSCAPING AND PLANTING.
 20. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR FURNITURE AND FIXTURES.
 21. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR MATERIALS AND DEBRIS.
 22. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR OBSTRUCTIONS AND ENCUMBRANCES.
 23. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR EROSION CONTROL MEASURES.
 24. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR DRAINAGE AND WATER MANAGEMENT SYSTEMS.
 25. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR AIR QUALITY CONTROL MEASURES.
 26. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR SOUND AND VIBRATION CONTROL MEASURES.
 27. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR SECURITY AND SAFETY MEASURES.
 28. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR ACCESSIBILITY AND COMPLIANCE MEASURES.
 29. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR HISTORIC AND CULTURAL RESOURCES.
 30. REMOVE ALL EXISTING RESTAURANT AND BAR EXTERIOR ENVIRONMENTAL AND CONSERVATION MEASURES.

EXISTING AND DEMOLITION PLAN
 SCALE 1/8"=1'-0"

DEMOLITION NOTES:

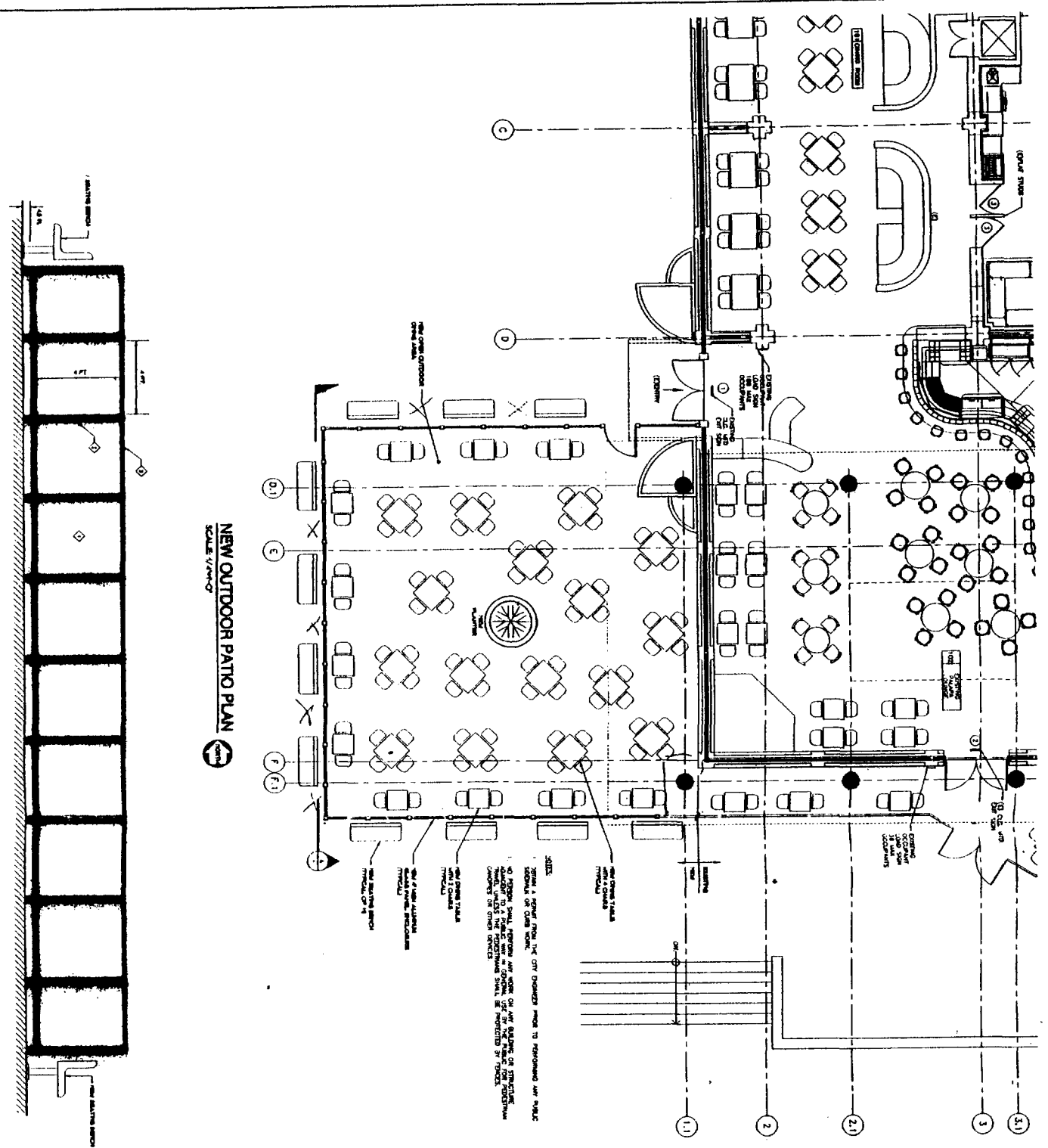
- ◆ EXISTING RESTAURANT AND BAR EQUIPMENT AND FIXTURES TO BE REMOVED BY THE CITY.
- ◆ EXISTING RESTAURANT AND BAR PARTITIONS AND WALLS TO BE REMOVED BY THE CITY.

GENERAL NOTES:

- 1. EXISTING RESTAURANT AND BAR EQUIPMENT AND FIXTURES TO BE REMOVED BY THE CITY.
- 2. EXISTING RESTAURANT AND BAR PARTITIONS AND WALLS TO BE REMOVED BY THE CITY.
- 3. ALL DEMOLITION SHALL BE DONE IN ACCORDANCE WITH THE CITY OF LONG BEACH, CALIFORNIA, ORDINANCE 125410, AS AMENDED.
- 4. ALL DEMOLITION SHALL BE DONE IN ACCORDANCE WITH THE CITY OF LONG BEACH, CALIFORNIA, ORDINANCE 125410, AS AMENDED, AND THE CITY OF LONG BEACH, CALIFORNIA, ORDINANCE 125410, AS AMENDED.
- 5. ALL DEMOLITION SHALL BE DONE IN ACCORDANCE WITH THE CITY OF LONG BEACH, CALIFORNIA, ORDINANCE 125410, AS AMENDED, AND THE CITY OF LONG BEACH, CALIFORNIA, ORDINANCE 125410, AS AMENDED.

SHEET NUMBER A-2	DRAWN BY [Signature]	CHECKED BY [Signature]	DATE [Date]	PROJECT TITLE LA PALAPA RESTAURANT & BAR NEW OUTDOOR PATIO 4020 OLYMPIC PLAZA LONG BEACH CALIFORNIA	SHEET TITLE EXISTING AND DEMOLITION PLAN	PROJECT NUMBER [Number]	OWNER/CONTRACTOR La Palapa DELAMAR [Address and Contact Info]
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EXHIBIT A-4



NEW OUTDOOR PATIO PLAN
SCALE 1/4"=1'-0"

ALUMINUM GLASS RAILING ELEVATION (TYPICAL ALL SIDES)
SCALE 1/4"=1'-0"

DRAWING KEY NOTES

- 1. NEW FLOOR SLAB
- 2. NEW 1" V-GROOVE ALUMINUM RAIL, ALUMINUM RAIL FINISH
- 3. NEW ALUMINUM TOP RAILING, ALUMINUM RAIL FINISH

FIRE DEPARTMENT NOTES

- 1. FIRE DEPARTMENT SHALL INSPECTOR REVIEW, APPROVE ALL INSPECTOR'S SIGNATURE IN DRAWING
- 2. CONTRACTOR SHALL PROVIDE APPROVAL FOR SIGN THE INSPECTOR'S FIRE DEPARTMENT
- 3. NEW DOORS SHALL BE RATED UP TO 1 HOUR (MINIMUM), INCLUDING PATIO DOORS IN ACCORDANCE WITH APPLICABLE BUILDING CODES

WALK AND EXITS NOTES

- 1. WALKWAY AND EXITS SHALL BE 4' MINIMUM CLEARANCE, SHALL BE 3'-0" MINIMUM WALKWAY
- 2. WALKWAY AND EXITS SHALL BE 4' MINIMUM CLEARANCE, SHALL BE 3'-0" MINIMUM WALKWAY
- 3. WALKWAY AND EXITS SHALL BE 4' MINIMUM CLEARANCE, SHALL BE 3'-0" MINIMUM WALKWAY
- 4. WALKWAY AND EXITS SHALL BE 4' MINIMUM CLEARANCE, SHALL BE 3'-0" MINIMUM WALKWAY
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- 6. WALKWAY AND EXITS SHALL BE 4' MINIMUM CLEARANCE, SHALL BE 3'-0" MINIMUM WALKWAY
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- 8. WALKWAY AND EXITS SHALL BE 4' MINIMUM CLEARANCE, SHALL BE 3'-0" MINIMUM WALKWAY
- 9. WALKWAY AND EXITS SHALL BE 4' MINIMUM CLEARANCE, SHALL BE 3'-0" MINIMUM WALKWAY
- 10. WALKWAY AND EXITS SHALL BE 4' MINIMUM CLEARANCE, SHALL BE 3'-0" MINIMUM WALKWAY
- 11. WALKWAY AND EXITS SHALL BE 4' MINIMUM CLEARANCE, SHALL BE 3'-0" MINIMUM WALKWAY

SHEET NUMBER A-3	OWNER'S LOG	ENGINEER'S SIGN	REVISIONS	PROJECT TITLE LA PALAPA RESTAURANT & BAR NEW OUTDOOR PATIO 4020 OLYMPIC PLAZA LONG BEACH CALIFORNIA	SHEET TITLE NEW OUTDOOR PATIO PLAN AND ELEVATION	PROJECT NUMBER	OWNER/CONTRACTOR													
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <th>NO.</th> <th>DATE</th> <th>DESCRIPTION</th> </tr> <tr> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> </tr> <tr> <td> </td> <td> </td> <td> </td> </tr> </table>		NO.	DATE	DESCRIPTION													<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">DESIGNER'S SIGNATURE DATE: 2/28/08</td> <td style="width: 50%;">PROJECT NUMBER 4020 OLYMPIC PLAZA, LONG BEACH, CA 90801 TEL: (562) 433-5700 FAX: (562) 433-1888</td> </tr> </table>		DESIGNER'S SIGNATURE DATE: 2/28/08	PROJECT NUMBER 4020 OLYMPIC PLAZA, LONG BEACH, CA 90801 TEL: (562) 433-5700 FAX: (562) 433-1888
NO.	DATE	DESCRIPTION																		
DESIGNER'S SIGNATURE DATE: 2/28/08	PROJECT NUMBER 4020 OLYMPIC PLAZA, LONG BEACH, CA 90801 TEL: (562) 433-5700 FAX: (562) 433-1888																			

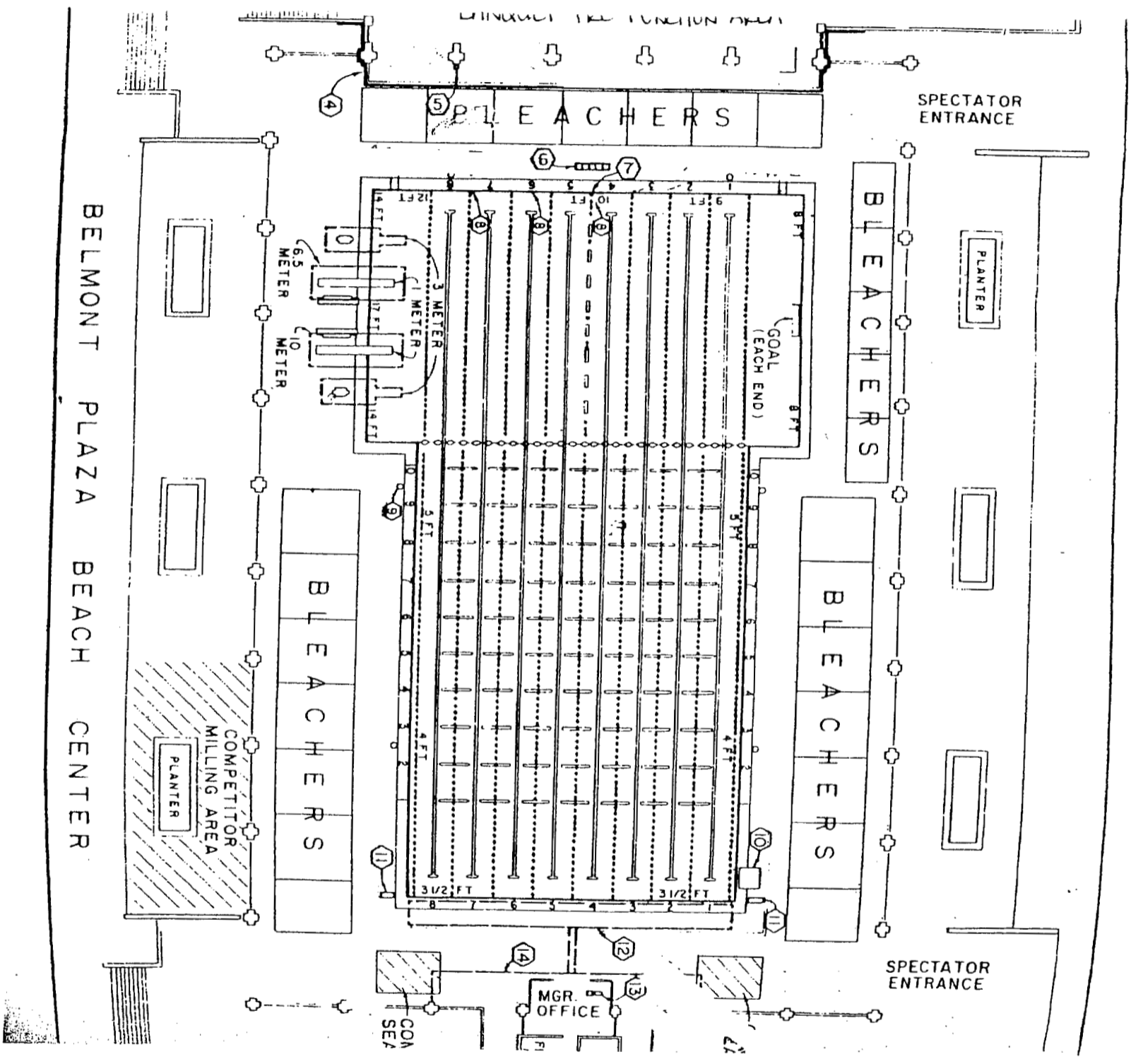


EXHIBIT A-5

