

**ACKNOWLEDGEMENT OF NOTICE OF
AIRSPACE AND AVIGATION EASEMENT**

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THIS ACKNOWLEDGEMENT OF NOTICE OF AIRSPACE AND AVIGATION EASEMENT (THE "ACKNOWLEDGEMENT") IS EXECUTED THIS 19TH DAY OF DECEMBER, 2006 BY DOUGLAS PARK 1-2, LLC, A DELAWARE LIMITED LIABILITY COMPANY ("PURCHASER").

RECITALS

- A. PURCHASER HAS ACQUIRED THAT CERTAIN REAL PROPERTY LEGALLY DESCRIBED ON EXHIBIT "A" ATTACHED HERETO (THE "PROPERTY").**
- B. THE PROPERTY IS SUBJECT TO THAT CERTAIN DOUGLAS PARK DEVELOPMENT AGREEMENT DATED AS OF DECEMBER 2, 2004 BY AND BETWEEN MCDONNELL DOUGLAS CORPORATION, A MARYLAND CORPORATION ("MDC") AND THE CITY OF LONG BEACH, WHICH WAS RECORDED ON JUNE 2, 2005 AS INSTRUMENT NO. 051290603 IN THE OFFICIAL RECORDS OF THE RECORDER'S OFFICE OF LOS ANGELES, COUNTY, CALIFORNIA (THE "DEVELOPMENT AGREEMENT").**
- C. PURSUANT TO SECTION 8.32 OF THE DEVELOPMENT AGREEMENT, PURCHASER IS REQUIRED TO EXECUTE THIS ACKNOWLEDGEMENT.**

NOW, THEREFORE, IN ACCORDANCE WITH THE DEVELOPMENT AGREEMENT, PURCHASER HEREBY ACKNOWLEDGES AS FOLLOWS:

- 1. THAT THE PROPERTY IS A PORTION OF THE REAL PROPERTY THAT IS COVERED BY AND IS SUBJECT TO THE DEVELOPMENT AGREEMENT AND IS BEING ACQUIRED BY PURCHASER FROM MDC.**

2. THAT THAT CERTAIN AIRSPACE AND AVIGATION EASEMENT DATED AS OF MAY 2, 2005 HAS BEEN GRANTED AND RECORDED ON JUNE 2, 2005 AS INSTRUMENT NO. 051290604 IN THE OFFICIAL RECORDS OF THE RECORDER'S OFFICE OF LOS ANGELES COUNTY, CALIFORNIA (THE "AIRSPACE AND AVIGATION EASEMENT"). THE AIRSPACE AND AVIGATION EASEMENT IS BINDING UPON ALL PERSONS OWNING, LEASING OR USING THE PROPERTY.

3. THAT THE PROPERTY IS LOCATED IN THE IMMEDIATE VICINITY OF LONG BEACH AIRPORT – DAUGHERTY FIELD (THE "AIRPORT"), WHICH IS A PUBLIC USE COMMERCIAL AIRPORT SERVING THE GENERAL PUBLIC. AS A RESULT, OWNERS AND RESIDENTS OF THE PROPERTY ARE ROUTINELY SUBJECT TO NOISE, DUST, FUMES AND OTHER EFFECTS FROM THE OPERATION OF AIRCRAFT AT, TO AND FROM THE AIRPORT. AIRCRAFT USING THE AIRPORT MAY ROUTINELY USE THE AIRSPACE ABOVE OR IN THE VICINITY OF THE PROPERTY. THE VOLUME OF AVIATION ACTIVITY AND RESULTING EFFECTS ON THE PROPERTY MAY INCREASE IN THE FUTURE. THE EFFECTS OF AIRCRAFT OPERATIONS AND THE OPERATIONS OF THE AIRPORT MAY CAUSE OWNERS AND RESIDENTS OF THE PROPERTY TO EXPERIENCE INCONVENIENCE, ANNOYANCE, DISCOMFORT, AND MAY OTHERWISE IMPAIR OR ADVERSELY AFFECT NORMAL ACTIVITIES ON, AND THE COMFORTABLE USE AND ENJOYMENT OF, THE PROPERTY. THESE EFFECTS MAY ALSO ADVERSELY AFFECT THE FAIR MARKET VALUE WHICH THE PROPERTY MIGHT OTHERWISE HAVE IN THE ABSENCE OF AIRCRAFT OPERATIONS AT, TO OR FROM THE AIRPORT. AN EASEMENT HAS BEEN GRANTED AND RECORDED WHICH GRANTS AIRSPACE RIGHTS OVER, AND THE RIGHT TO CAUSE SUCH EFFECTS ON, THE PROPERTY. THIS EASEMENT PROTECTS THE RIGHT OF SUCH AIRCRAFT AND AIRPORT OPERATIONS AND PRECLUDES ANY

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RESULTING CLAIMS OF DAMAGE OR INJURY TO THE PROPERTY, OR TO ANY PERSON RESIDING ON OR OWNING THE PROPERTY.

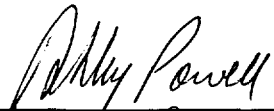
4. THAT PURCHASER IS ACQUIRING THE PROPERTY SUBJECT TO THE AIRSPACE AND AVIGATION EASEMENT AND THAT, IN SO DOING, PURCHASER IS WAIVING LEGAL CLAIMS AND RIGHTS WHICH IT MIGHT OTHERWISE HAVE WITH RESPECT TO THE AVIATION ACTIVITIES PERMITTED BY SUCH EASEMENT.

IN WITNESS WHEREOF, PURCHASER HAS EXECUTED THIS ACKNOWLEDGEMENT ON THE DATE FIRST SET FORTH ABOVE.

**DOUGLAS PARK 1-2, LLC,
a Delaware limited liability company,**

**By: CALSMART L.L.C.,
a Delaware limited liability company
solely with respect to its Series E,
Its: Managing Member**

**By: RREEF AMERICA L.L.C.,
a Delaware limited liability company,
Its: Manager**

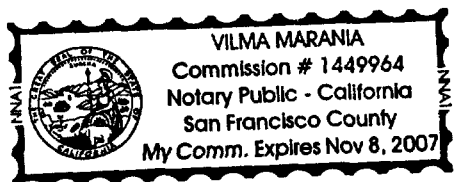
By: 
Name: Ashley Powell
Its: Director

ALL PURPOSE ACKNOWLEDGEMENT

State of California)
County of San Francisco) SS

On December 19, 2006 before me, Vilma Marania, Notary Public
personally appeared Ashley Powell

- personally known to me
- proved to me on the basis of satisfactory evidence



to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacities, and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal
Vilma Marania
(Signature or Notary Public)

Exhibit "A"

**LOTS 11, 12, 13, 14, 15, 16, 17, 18, 19, 20 AND 21 OF TRACT NO. 61252-1,
IN THE CITY OF LONG BEACH, COUNTY OF LOS ANGELES, STATE
OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 1327, PAGES 43
TO 49, INCLUSIVE, OF MAPS, IN THE OFFICE OF THE COUNTY
RECORDER OF SAID COUNTY.**