

Recording Requested By  
And When Recorded Mail To:

Stephen M. Kane  
Charles, Kane & Dye, LLP  
1920 Main Street, Suite 1070  
Irvine, CA 92614

**15383**

### **Memorandum of Amendment of Ground Lease**

This Memorandum of Amendment of Ground Lease ("Memorandum") is entered into this ~~17<sup>th</sup>~~ day of July, 2004, between the City of Long Beach, a municipal corporation ("City") and OC Investors, Inc., a California corporation, formerly known as Carlton Browne and Company Incorporated ("Tenant").

#### **Recitals**

A. City and Long Beach Airport Business Park, a California general partnership ("Original Tenant") entered into that certain Lease Agreement (Parcel 2 of Parcel Map No. 17454 of Business Park) dated as of December 15, 1986, a short form of which was recorded on December 16, 1986, as Instrument No. 86-1750031 in the Official Records of Los Angeles County ("Official Records"), ("Ground Lease") pursuant to which City leased to Original Tenant certain real property located in the City of Long Beach, County of Los Angeles, State of California, and more particularly described in Exhibit "A" attached hereto ("Property").

B. Tenant is the successor-in-interest to Original Tenant under the Ground Lease.

C. Tenant and Long Beach Airport Business Park II, a California limited liability partnership ("LBABPII") entered into that certain Ground Sublease dated as of March 30, 1998, a memorandum of which was recorded on March 31, 1988, as Instrument No. 88-438765 in the Official Records ("Sublease") pursuant to which LBABPII leased Property from Tenant.

D. On or about May 25, 1990, Long Beach Airport Business Park III, a California limited partnership and LBABPII entered into that certain agreement entitled "Parking Agreement" on May 30, 1990 ("Parking Agreement"), which was recorded on May 30, 1990 as Instrument No. 90-965129 in the Official Records.

E. Pursuant to the Parking Agreement, LBABPII, as subtenant under the Sublease has certain easements, vehicle parking rights and other rights and obligations encumbering Parcel 3 of Parcel Map No. 17454 ("Parking Structure Parcel") which is for the benefit of Parcel 2 of Parcel Map No. 17454 (collectively, the "Parking Rights"). The Parking Structure Parcel is

more particularly described in Exhibit "B" attached hereto.

F. Concurrently herewith, City and Tenant are amending the Ground Lease by that certain document entitled "Amendment to Ground Lease (Parcel 2 of Parcel Map 17454)."

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, City and Tenant agree as follows:

1. **Term.** The term of the Ground Lease commenced on or about July 8, 1982 and expires on July 7, 2052.

2. **Amendment.** The Ground Lease is hereby amended as provided in the Amendment to Ground Lease (Parcel 2 of Parcel Map 17454) ("Amendment"), including, but not limited to, the rights of Tenant for (i) "Parking Rights" as defined in the Amendment in the Parking Structure Parcel; and (ii) easements and other rights that Tenant presently has under those certain covenants, conditions and restrictions set forth in the (x) "Maintenance Declaration" recorded on March 8, 1983 as Instrument No. 83-256290 of Official Records, and (y) "Declaration of Covenants, Conditions and Restrictions Long Beach Airport Business Park A Planned Building Development Los Angeles County, California" recorded on March 9, 1983 as Instrument No. 83-262462 of Official Records, as amended.

3. **Ground Lease to Control.** In the event of any inconsistency between the Ground Lease, the Amendment and this Memorandum, the Ground Lease and the Amendment shall control.

4. **Successors and Assigns.** This Memorandum shall bind and shall inure to the benefit of the parties and their respective successors, heirs and assigns.

IN WITNESS WHEREOF, the parties have executed this Memorandum as of the date first above written.

City:

CITY OF LONG BEACH,  
a municipal corporation

**APPROVED AS TO FORM**  
7/12/2004  
ROBERT E. SHANNON, City Attorney

By: [Signature]  
Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: [Signature]  
DEPUTY CITY ATTORNEY

Tenant:

OC INVESTORS, INC., a California corporation

By: [Signature]  
Print Name: R. Carlton Brune #  
Title: Vice President.

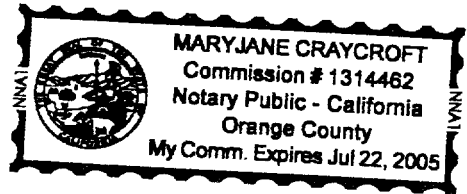
State of California )

County of Orange )

On July 2, 2004, before me, personally appeared R. Carlton Browne, #, personally known to me (~~or 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 capacity(~~ies~~), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity on behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Mary Jane Craycroft  
Signature



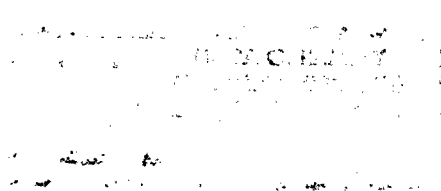
State of California )

County of Los Angeles )

On July 12, 2004, before me, personally appeared Gerald R. Miller, personally known to me (~~or 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 capacity(~~ies~~), and that by his/~~her/their~~ signature(s) on the instrument the person(s), or the entity on behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

Linda C. Ramsey  
Signature



**EXHIBIT "A"**

**LEGAL DESCRIPTION**

Real property in the City of Long Beach, County of Los Angeles, State of California, described as follows:

PARCEL 2 OF PARCEL MAP 17454, IN THE CITY OF LONG BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP FILED IN BOOK 191 PAGES 55 AND 56 OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPT THEREFROM ALL OIL, GAS AND OTHER HYDROCARBON SUBSTANCES IN AND UNDER OR WHICH MAY BE PRODUCED OR SAVED FROM SAID LAND, WITHOUT RIGHT OF SURFACE ENTRY, AS TO LOT 9 OF TRACT NO. 10548.

ALSO EXCEPT THEREFROM ALL OIL, GAS AND OTHER HYDROCARBON SUBSTANCES IN AND UNDER OR THAT MAY BE PRODUCED FROM A DEPTH OF 500 FEET BELOW THE SURFACE OF SAID LAND, WITHOUT RIGHT OF ENTRY UPON THE SURFACE OF SAID LAND, FOR THE PURPOSES OF MINING, DRILLING, EXPLORING OR EXTRACTING SUCH OIL, GAS AND OTHER HYDROCARBON SUBSTANCES OR OTHER USE OR RIGHTS IN OR TO ANY PORTION OF THE SURFACE OF SAID LAND TO A DEPTH OF 500 FEET BELOW THE SURFACE HEREOF, BUT WITH THE RIGHT TO DRILL INTO, LOCATE WELLS AND PRODUCE OIL, GAS AND OTHER HYDROCARBON SUBSTANCES FROM ANY PORTION OF SAID LAND WHICH LIES BELOW 500 FEET FROM THE SURFACE THEREOF, AS RESERVED IN THE DEED FROM MONTANA LAND COMPANY, RECORDED IN BOOK 32094 PAGE 1, OFFICIAL RECORDS AND AS PROVIDED IN DECREE RECORDED IN BOOK 43923 PAGE 236, OFFICIAL RECORDS, NEXT HEREIN REFERRED TO AS TO LOT 66 OF TRACT NO. 8084.

**EXHIBIT "B"**

**LEGAL DESCRIPTION**

Real property in the City of Long Beach, County of Los Angeles, State of California, described as follows:

PARCEL 3 OF PARCEL MAP 17454, IN THE CITY OF LONG BEACH, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP FILED IN BOOK 191 PAGES 55 AND 56 OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, AND AS AMENDED BY A CERTIFICATE OF CORRECTION, RECORDED DECEMBER 18, 1987 AS INSTRUMENT NO. 87-2004117.

EXCEPT THEREFROM ALL OIL, GAS AND OTHER HYDROCARBON SUBSTANCES IN AND UNDER OR WHICH MAY BE PRODUCED OR SAVED FROM SAID LAND, WITHOUT RIGHT OF SURFACE ENTRY, AS TO LOT 9 OF TRACT NO. 10548.

ALSO EXCEPT THEREFROM ALL OIL, GAS AND OTHER HYDROCARBON SUBSTANCES IN AND UNDER OR THAT MAY BE PRODUCED FROM A DEPTH OF 500 FEET BELOW THE SURFACE OF SAID LAND, WITHOUT RIGHT OF ENTRY UPON THE SURFACE OF SAID LAND, FOR THE PURPOSES OF MINING, DRILLING, EXPLORING OR EXTRACTING SUCH OIL, GAS AND OTHER HYDROCARBON SUBSTANCES OR OTHER USE OR RIGHTS IN OR TO ANY PORTION OF THE SURFACE OF SAID LAND TO A DEPTH OF 500 FEET BELOW THE SURFACE HEREOF, BUT WITH THE RIGHT TO DRILL INTO, LOCATE WELLS AND PRODUCE OIL, GAS AND OTHER HYDROCARBON SUBSTANCES FROM ANY PORTION OF SAID LAND WHICH LIES BELOW 500 FEET FROM THE SURFACE THEREOF, AS RESERVED IN THE DEED FROM MONTANA LAND COMPANY, RECORDED IN BOOK 32094 PAGE 1, OFFICIAL RECORDS AND AS PROVIDED IN DECREE RECORDED IN BOOK 43923 PAGE 236, OFFICIAL RECORDS, NEXT HEREIN REFERRED TO AS TO LOT 68 OF TRACT NO. 8034.