

**SECOND AMENDMENT TO THE RESTATED AND
AMENDED BENICIA MARINA LEASE AGREEMENT**

(Marina Parcel)

THIS SECOND AMENDMENT TO RESTATED AND AMENDED BENICIA MARINA LEASE AGREEMENT (MARINA PARCEL) is entered into by and between the CITY OF BENICIA, a California municipal corporation ("Landlord"), and BENICIA HARBOR CORPORATION, a California Corporation ("Tenant").

I. RECITALS

By agreement dated October 27, 1992, SOUTHERN CALIFORNIA FEDERAL SAVINGS AND LOAN ASSOCIATION, a federally-chartered savings bank assigned to BENICIA HARBOR CORPORATION, a California corporation, all right, title and interest of SOUTHERN CALIFORNIA FEDERAL SAVINGS AND LOAN ASSOCIATION in and to the RESTATED AND AMENDED BENICIA MARINA LEASE AGREEMENT (Marina Parcel) together with the FIRST AMENDMENT thereto which SOUTHERN CALIFORNIA FEDERAL SAVINGS AND LOAN ASSOCIATION had entered into with the CITY OF BENICIA on April 22, 1990, and on December 12, 1990 respectively, copies of which are attached hereto marked Exhibits "A" and "B" and made a part hereof by reference.

The parties herein, namely, THE CITY OF BENICIA, a California municipal corporation ("Landlord") and BENICIA HARBOR CORPORATION ("Tenant") desire to revise the legal description and site map of the demised premises presently set forth in said RESTATED AND AMENDED BENICIA MARINA LEASE AGREEMENT (Marina Parcel) and THE FIRST AMENDMENT thereto.

II. AGREEMENT

Landlord and Tenant agree that the legal description and site map at present attached to the FIRST AMENDMENT to THE RESTATED AND AMENDED BENICIA MARINA LEASE AGREEMENT (Marina Parcel) defining and describing the Demised Premises is hereby deleted in its entirety and superseded and replaced by the legal description and site map attached to this SECOND AMENDMENT as Exhibit "^CA", so that from and after the date hereof, the Premises demised under the RESTATED AND AMENDED BENICIA MARINA LEASE AGREEMENT (Marina Parcel) and the FIRST AMENDMENT thereto and defined therein as the "Demised Premises" and the "Premises" shall be defined and described as set forth in Exhibit "^CA" attached hereto.

Landlord and Tenant agree that the area of land set forth in present Exhibit "^CA" is substantially the same in total square footage as set forth in the former Exhibit "A" and that therefore no consideration is necessary for this modification.

III. EFFECTIVENESS

Except as set forth in this SECOND AMENDMENT TO THE RESTATED AND AMENDED BENICIA MARINA LEASE AGREEMENT (Marina Parcel), all the provisions of the RESTATED AND AMENDED BENICIA MARINA LEASE

AGREEMENT (Marina Parcel) and the FIRST AMENDMENT thereto shall remain unchanged and in full force and effect.

IN WITNESS WHEREOF, Landlord and Tenant have respectively signed and sealed this SECOND AMENDMENT as of ^{August 7} ~~April~~, 1997.

LANDLORD:

CITY OF BENICIA,
a California municipal corporation

By: Terry Hayes
Mayor

By: Glenn S. Roney
City Clerk

APPROVED AS TO FORM:

By: Leatrice M. Leach
Counsel for the CITY OF BENICIA

TENANT:

BENICIA HARBOR CORPORATION,
a California corporation

By: [Signature]
Name: John Ash
Title: President

By: [Signature]
Name: John Ash
Title: Secretary

APPROVED AS TO FORM

By: [Signature]
Name: Albert M. Lavezzo
Counsel for BENICIA HARBOR CORPORATION

ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of SOLANO

} SS.

On AUGUST 7, 1997 before me, KATHLEEN G. TRINQUE

(DATE)

(NOTARY)

personally appeared LINDA S. PURDY, CITY CLERK

SIGNER(S)

[X] 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 upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Kathleen G. Trinque
NOTARY'S SIGNATURE

OPTIONAL INFORMATION

The information below is not required by law. However, it could prevent fraudulent attachment of this acknowledgment to an unauthorized document.

CAPACITY CLAIMED BY SIGNER (PRINCIPAL)

[] INDIVIDUAL
[X] CORPORATE OFFICER
CITY CLERK
TITLE(S)

[] PARTNER(S)
[] ATTORNEY-IN-FACT
[] TRUSTEE(S)
[] GUARDIAN/CONSERVATOR
[] OTHER:

DESCRIPTION OF ATTACHED DOCUMENT

AMENDMENT TO BENICIA MARINA LEASE
(PHASE II CONDOS PARCEL)

TITLE OR TYPE OF DOCUMENT

26

NUMBER OF PAGES

August 7, 1997

DATE OF DOCUMENT

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES)
City of Benicia, a municipal corporation

OTHER

ALL-PURPOSE ACKNOWLEDGMENT

State of California
County of Solano } ss.

On August 7, 1997 before me, Kathleen G. Trinque,
(DATE) (NOTARY)
personally appeared Jerry Hayes, Mayor
SIGNER(S)

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 upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Kathleen G. Trinque
NOTARY'S SIGNATURE

OPTIONAL INFORMATION

The information below is not required by law. However, it could prevent fraudulent attachment of this acknowledgment to an unauthorized document.

CAPACITY CLAIMED BY SIGNER (PRINCIPAL)

- INDIVIDUAL
- CORPORATE OFFICER
MAYOR
TITLE(S)
- PARTNER(S)
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER: _____

DESCRIPTION OF ATTACHED DOCUMENT

Second Amendment to Restated and Amended Benicia Marina Lease Agreement (Phase II)
TITLE OR TYPE OF DOCUMENT

26

NUMBER OF PAGES

August 7, 1997

DATE OF DOCUMENT

SIGNER IS REPRESENTING:

NAME OF PERSON(S) OR ENTITY(IES)

City of Benicia, a Municipal Corporation

OTHER

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

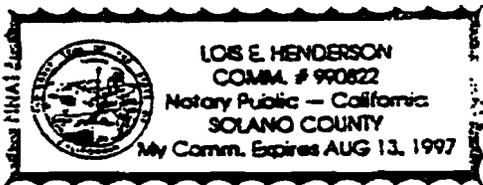
State of CALIFORNIA

County of SOLANO

On August 6, 1997 before me, Lois E. Henderson, Notary Public, Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Heather C. McLaughlin, City Attorney, Name(s) of Signer(s)

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 upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

Lois E. Henderson Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: Second Amendment to Restated and Amended Benicia Marina Lease Agreement (Phase II Condominiums Parcel)

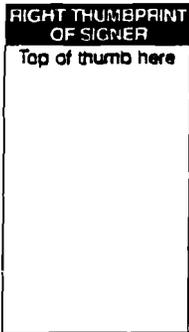
Document Date: Number of Pages: 26

Signer(s) Other Than Named Above:

Capacity(ies) Claimed by Signer(s)

Signer's Name: Heather C. McLaughlin City Attorney

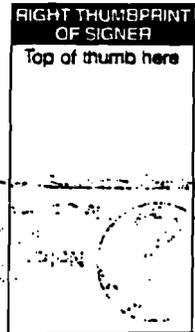
- Individual
Corporate Officer
Partner - Limited General
Attorney-in-Fact
Trustee
Guardian or Conservator
Other:



Signer Is Representing: City of Benicia a Municipal Corporation

Signer's Name:

- Individual
Corporate Officer
Partner - Limited General
Attorney-in-Fact
Trustee
Guardian or Conservator
Other:



Signer Is Representing:

STATE OF CALIFORNIA
COUNTY OF SOLANO

On August 11, 1997 before me, Lois Landers a notary public, personally appeared John Ash 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 upon behalf of which the person(s) acted, executed the instrument

WITNESS my hand and official seal.



Lois Landers
Notary Public

STATE OF CALIFORNIA
COUNTY OF SOLANO

On August 11, 1997 before me, Lois Landers a notary public, personally appeared John Ash 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 upon behalf of which the person(s) acted, executed the instrument

WITNESS my hand and official seal.



Lois Landers
Notary Public

STATE OF CALIFORNIA
COUNTY OF SOLANO

On August 11, 1997 before me, Lois Landers a notary public, personally appeared Albert M. Lavezzo 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 upon behalf of which the person(s) acted, executed the instrument

WITNESS my hand and official seal.



Lois Landers
Notary Public

EXHIBIT A

ALTA Loan Policy - 1970
(10-17-70)
Schedule C

Exhibit "C"
SCHEDULE C/

The land referred to in this policy is described as follows:

REAL PROPERTY in the City of Benicia, County of Solano, State of California, described as follows:

PARCEL ONE:

Parcel M1, being a portion of Lots 7, 10, 11, 12, 13, 14 and all of Lot 17 as said lots are shown on the Map entitled "Parcel Map Benicia Basin Subleasing", filed for record January 22, 1985 in Book 27 of Parcel Maps at Page 64, Official Records of said county, being more particularly described as follows:

Commencing at the northern most corner of said Lot 7, which is the intersection of the southeasterly line of East Second Street and the southwesterly line of "E" Street; thence along said southwesterly line South 60° 00' 11" East, 396.13 feet to the true point of beginning of this description; thence continuing along said line South 60° 00' 11" East, 77.00 feet; thence leaving said line the following courses:

South 29° 59' 49" West, 114.50 feet;
South 60° 00' 11" East, 338.96 feet;
North 29° 59' 49" East, 9.25 feet;
South 60° 00' 11" East, 98.00 feet;
North 29° 59' 49" East, 105.25 feet

to said southwesterly line, thence continuing along said line South 60° 00' 11" East, 77.00 feet; thence leaving said line the following courses:

South 29° 59' 49" West, 105.25 feet;
South 60° 00' 11" East, 98.00 feet;
South 29° 59' 49" West, 8.25 feet;
South 60° 00' 11" East, 184.62 feet;
North 29° 59' 49" East, 113.50 feet

to said southwesterly line, thence continuing along said line South 60° 00' 11" East, 77.00 feet; thence leaving said line the following courses:

South 29° 59' 49" West, 111.50 feet;
South 60° 00' 11" East, 127.00 feet;
South 11° 50' 54" East, 11.24 feet;
South 60° 00' 11" East, 52.00 feet;
South 29° 59' 49" West, 5.63 feet

to a tangent curve to the left having a radius of 40.50 feet; thence along the arc of said curve a distance of 45.49 feet through a central angle of 64° 21' 00"; thence South 29° 59' 49" West, 91.74 feet; thence South 60° 00' 11" East, 76.99 feet; thence North 74° 59' 49" East, 1.38 feet to a tangent curve to the left having a radius of 9.50 feet; thence along the arc of said curve a distance of 7.46 feet through a central angle of 45° 00' 00"; thence North 29° 59' 49" East, 22.06 feet; thence South 60° 00' 11" East, 281.61 feet; thence South 86° 41' 48" East, 44.64 feet to a tangent curve to the left having a radius of 32.50 feet;

thence along the arc of said curve a distance of 25.01 feet through a central angle of 44° 05' 11" to a tangent curve to the right having a radius of 45.50 feet; thence along the arc of said curve a distance of 7.65 feet through a central angle of 09° 37' 38" to the southwesterly line of East Fifth Street as it is shown on the Map entitled "Map of the City of Benicia, founded by Mariano G. Vallejo, Thomas O. Larkin & Robert Semple", dated 1847 and filed for record April 21, 1874 in the Official Records of said County; thence southerly along said line South 30° 00' 24" West, 26.57 feet to the southerly line of Lot 12 as it is shown on said Parcel Map; thence along said southerly line North 86° 41' 48" West, 384.86 feet to a tangent curve to the left having a radius of 150.00 feet; thence along the arc of said curve a distance of 117.81 feet through a central angle of 45° 00' 00"; thence South 48° 18' 12" West, 28.60 feet; thence North 85° 34' 55" West, 18.26 feet to the easterly line of Lot 17 as it is shown on said Parcel Map; thence along the boundary of said Lot 17 South 03° 18' 12" West, 72.36 feet to a point on a non-tangent horizontal circular curve concave northerly and having a radius of 50.00 feet, the center of said circle being North 41° 41' 48" West; thence westerly along the arc of said curve a distance of 39.27 feet through a central angle of 45° 00' 00"; thence North 86° 41' 48" West, 50.00 feet to a tangent curve to the right having a radius of 61.46 feet; thence along the arc of said curve a distance of 48.27 feet through a central angle of 45° 00' 00" to a tangent curve to the left having a radius of 61.46 feet; thence along the arc of said curve a distance of 48.27 feet through a central angle of 45° 00' 00"; thence North 86° 41' 48" West, 50.00 feet to a tangent curve to the left having a radius of 40.00 feet; thence along the arc of said curve a distance of 20.94 feet through a central angle of 30° 00' 00"; thence South 63° 18' 12" West, 50.56 feet to a tangent curve to the right having a radius of 40.00 feet; thence along the arc of said curve a distance of 20.94 feet through a central angle of 30° 00' 00"; thence North 86° 41' 48" West, 70.00 feet to a tangent curve to the right having a radius of 17.07 feet; thence along the arc of said curve a distance of 13.41 feet through a central angle of 45° 00' 00" to a tangent curve to the left having a radius of 17.07 feet; thence along the arc of said curve a distance of 13.41 feet through a central angle of 45° 00' 00"; thence North 86° 41' 48" West, 115.00 feet to a tangent curve to the left having a radius of 17.07 feet; thence along the arc of said curve a distance of 13.41 feet through a central angle of 45° 00' 00" to a tangent curve to the right having a radius of 17.07; thence along the arc of said curve a distance of 13.41 feet through a central angle of 45° 00' 00"; thence North 86° 41' 48" West, 70.00 feet to a tangent curve to the right having a radius of 17.07 feet; thence along the arc of said curve a distance of 13.41 feet through a central angle of 45° 00' 00" to a tangent curve to the left having a radius of 17.07 feet; thence along the arc of said curve a distance of 13.41 feet through a central angle of 45° 00' 00"; thence North 86° 41' 48" West, 150.00 feet; thence North 03° 18' 12" East, 77.00 feet to the northerly line of said Lot 17; thence along said northerly line South 86° 41' 48" East, 681.77 feet to the westerly line of said Lot 11, being a tangent curve to the left having a radius of 100.00 feet; thence along the arc of said curve a distance of 110.49 feet through a central angle of 63° 18' 23"; thence North 29° 59' 49" East, 237.37 feet to a tangent curve to the left having a radius of 75.00 feet; thence along the arc of said curve a distance of 117.81 feet through a central angle of 90° 00' 00" to the southerly line of said Lot 11; thence along said southerly line and the southerly line of said Lot 7 North 60° 00' 11" West, 910.00 feet; thence South 29° 59' 49" West, 79.39 feet; thence leaving said southerly line the following courses:

North 60° 00' 11" West 28.65 feet;
North 29° 59' 49" East, 53.43 feet;
North 15° 00' 11" West, 35.11 feet;
North 60° 00' 11" West, 54.90 feet;
North 29° 59' 49" East, 42.13 feet;
North 60° 00' 11" West, 8.00 feet;
North 29° 59' 49" East, 103.00 feet;

to the southwesterly line of said "E" Street, being the true point of beginning of this description.

A portion of the above described Parcel being Lot M1, on the Map of Benicia Marina, Phase 2, filed July 2, 1997, Map Book 66, Page 72, Solano County Records.

PARCEL TWO:

Parcel M2, being Lots 8, 15 and 16, as shown on the "Parcel Map - Marina Basin Subleasing", filed January 22, 1985, in Book 27 of Parcel Maps, at Pages 64 and 65, Solano County Records, more particularly described as follows:

Commencing at a point that is the southwest corner of Lot 3 as designated on "Parcel Map - Marina Basin Subleasing" (27 PM 64); thence North 04° 10' 00" East, 232.09 feet; thence through a tangent curve to the left with a radius of 49.00 feet; through a central angle of 38° 10' 00", an arc length of 32.64 feet to the true point of beginning; thence North 34° 00' 00" West, 159.92 feet; thence through a tangent curve to the right with a radius of 75.00 feet, through a central angle of 63° 59' 49", an arc length of 83.77 feet; thence North 29° 59' 49" East, 208.21 feet; thence through a tangent curve to the right with a radius of 75.00 feet, through a central angle of 90° 00' 00", an arc length of 117.81 feet; thence South 60° 00' 11" East, 259.00 feet; thence North 29° 59' 49" East, 190.00 feet; thence South 60° 00' 11" East, 910.00 feet; thence through a tangent curve to the right with a radius of 75.00 feet, through a central angle of 90° 00' 00", an arc length of 117.81 feet; thence South 29° 59' 49" West, 237.37 feet; thence through a tangent curve to the right with a radius of 100.00 feet, through a central angle of 63° 18' 24", an arc length of 110.49 feet; thence North 86° 41' 48" West, 782.75 feet; thence North 03° 18' 12" East, 83.63 feet; thence North 29° 59' 49" East, 120.30 feet; thence North 60° 00' 11" West, 34.00 feet; thence North 29° 59' 49" East, 148.05 feet; thence South 74° 25' 52" East, 718.67 feet; thence North 29° 59' 49" East, 77.44 feet; thence North 74° 25' 52" West, 807.47 feet; thence South 29° 59' 49" West, 199.03 feet; thence North 60° 00' 11" West, 46.00 feet; thence North 29° 59' 49" East, 78.50 feet; thence North 60° 00' 11" West, 345.96 feet to the beginning of a non-tangent curve to the South with a radius of 60.00 feet, through which a radial line bears South 62° 11' 10" East, southerly along said curve through a central angle of 61° 48' 50", an arc length of 64.73 feet; thence South 34° 00' 00" East, 159.92 feet; thence South 56° 00' 00" West, 15.00 feet to the true point of beginning.

PARCEL THREE:

Parcel M3, being Lot 3, as shown on the "Parcel Map - Marina Basin Subleasing", filed January 22, 1985 in Book 27 of Parcel Maps, at Pages 64 and 65, Solano County Records, more particularly described as follows:

Commencing at a point that is the southwest corner of Lot 3; thence North 04° 10' 00" East, 232.09 feet; thence through a tangent curve to the left with a radius of 49.00 feet, through a central angle of 38° 10' 00", an arc length of 32.64 feet; thence North 56° 00' 00" East, 15.00 feet; thence North 86° 30' 00" East, 80.00 feet; thence South 04° 00' 00" East, 129.39 feet; thence South 07° 30' 00" West, 154.49 feet; thence North 85° 50' 00" West, 90.00 feet to the point of beginning.

PARCEL FOUR:

Parcel M4, being all of Lots 2, 4 and 5 as said Lots are shown on the Map entitled "Parcel Map Benicia Basin Subleasing", filed for record January 22, 1985 in Book 27 of Parcel Maps at Page 64, Official Records of said County, being more particularly described as follows:

Beginning at the southwest corner of Lot 4 in Block 12 as said Lot and block are shown on the Map entitled "Map of the City of Benicia, founded by Mariano G. Vallejo, Thomas O. Larkin & Robert Semple", dated 1847 and filed for record April 21, 1874 in the Official Records of said County, said Lot also being shown as "Yacht Club" on said Parcel Map; thence along the southwesterly line of said Lot North 60° 00' 11" West, 166.12 feet to said southeasterly line of East Second Street as it is described in City of Benicia Council Resolution 82-36, which abandoned a portion of said East Second Street, said Resolution having been recorded February 25, 1982 in Book 1982 of the Official Records of Solano County at Page 11566;

thence leaving said boundary of the Benicia Yacht Club and continuing along said southeasterly line South 29° 59' 49" West, 87.00 feet to the boundary of Lot 1 as said Lot is shown on the Map entitled "Benicia Marina-Phase I for Condominium Purposes" which was filed December 29, 1982 in Book 42 of Maps at Page 50, Official Records of said County; thence leaving said southeasterly line and continuing along said boundary of Lot 1 South 60° 00' 11" East, 121.52 feet to a point on a non-tangent horizontal circular curve concave westerly and having a radius of 25.00 feet, the center of said circle bearing South 61° 59' 28" West; thence southerly along the arc of said curve a distance of 35.81 through a central angle of 82° 03' 35" to a tangent curve to the left having a radius of 40.00 feet; thence along the arc of said curve a distance of 26.97 feet through a central angle of 38° 37' 42" to a tangent curve to the right having a radius of 50.00 feet; thence along the arc of said curve a distance of 27.65 feet through a central angle of 31° 40' 57" to a tangent curve to the left having a radius of 40.00 feet; thence along the arc of said curve a distance of 18.58 feet through a central angle of 26° 37' 15" to a tangent curve to the right having a radius of 200.00 feet; thence along the arc of said curve a distance of 53.05 feet through a central angle of 15° 11' 50" to a tangent curve to the left having a radius of 22.00 feet; thence along the arc of said curve a distance of 29.16 through a central angle of 75° 56' 37" to a tangent curve to the right having a radius of 28.00 feet; thence along the arc of said curve a distance of 43.23 feet through a central angle of 88° 27' 54" to a tangent curve to the left having a radius of 42.00 feet; thence along the arc of said curve a distance of 49.88 feet through a central angle of 68° 02' 34"; thence South 19° 50' 24" East, 40.09 feet to a point on a non-tangent horizontal circular curve concave northerly and having a radius of 60.00 feet, the center of said circle bearing North 01° 19' 44" West; thence easterly along the arc of said curve a distance of 15.35 feet through a central angle of 14° 39' 39" to a tangent curve to the right having a radius of 30.00 feet; thence along the arc of said curve a distance of 60.12 feet through a central angle of 114° 49' 23"; thence South 08° 50' 00" West, 28.24 feet to a tangent curve to the left having a radius of 26.00 feet; thence along the arc of said curve a distance of 36.42 feet through a central angle of 80° 15' 45" to a tangent curve to the right having a radius of 31.00 feet; thence along the arc of said curve a distance of 52.74 feet through a central angle of 97° 28' 57" to a tangent curve to the left having a radius of 60.00 feet; thence along the arc of said curve a distance of 34.30 feet through a central angle of 32° 45' 00" to a tangent curve to the right having a radius of 24.00 feet; thence along the arc of said curve a distance of 40.21 feet through a central angle of 96° 00' 00"; thence South 89° 18' 12" West, 14.00 feet to a tangent curve to the left having a radius of 21.00 feet; thence along the arc of said curve a distance of 31.29 feet through a central angle of 87° 04' 36"; thence South 02° 13' 36" West, 41.09 feet to the cul-de-sac of area of land shown as "Future Street & Public Access Easement" as it is shown on said Map, being a non-tangent horizontal circular curve concave southwesterly and having a radius of 38.50 feet, the center of said circle bearing South 41° 46' 32" East; thence along the arc of said curve a distance of 92.65 feet through a central angle of 137° 52' 38" to the southerly line of Lot 2 as it is shown on said Parcel Map; thence along said line South 85° 50' 00" East, 68.52 feet to the easterly line of said Lot; thence along said easterly line, and continuing along the easterly line of Lot 4 as it is shown on said Parcel Map North 04° 10' 00" East, 212.39 feet to a tangent curve to the left having a radius of 49.00 feet; thence along the arc of said curve a distance of 32.64 feet through a central angle of 38° 10' 00" thence North 34° 00' 00" West, 159.92 feet to a tangent curve to the right having a radius of 75.00 feet; thence along the arc of said curve a distance of 83.77 feet through a central angle of 63° 59' 49"; thence continuing along said easterly line of Lot 4 North 29° 59' 49" East, 196.75 feet to the southerly line of said Lot 7; thence along said southerly line North 60° 00' 11" West, 12.38 feet to the true point of beginning of this description.

PARCEL FIVE:

Parcel M5, being Parcel Four, as shown on that certain Parcel Map filed February 28, 1969 in Book 3 of Parcel Maps at Page 29, Solano County Records.

PARCEL SIX:

Parcel M6, being a portion of Lot 7 as said Lot is shown on the Map entitled "Parcel Map Benicia Basin Subleasing", filed for record January 22, 1985 in Book 27 of Parcel Maps at Page 64, Official Records of said County, being more particularly described as follows:

Commencing at the northern most corner of said Lot 7, which is the intersection of the southeasterly line of East Second Street and the southwesterly line of "E" Street; thence along said southeasterly line South 29° 59' 49" West, 240.00 feet to the true point of beginning of this description; thence continuing along said southeasterly line South 29° 59' 49" West 25.00 feet; thence leaving said line South 60° 00' 11" East, 4.00 feet to a tangent curve to the right having a radius of 2.50 feet; thence along the arc of said curve a distance of 3.93 feet through a central angle of 90° 00' 00"; thence South 29° 59' 49" West, 15.50 feet; thence South 60° 00' 11" East, 180.50 feet; thence North 29° 59' 49" East, 61.00 feet; thence North 60° 00' 11" West, 180.50 feet; thence South 29° 59' 49" West, 15.50 feet to a tangent curve to the right having a radius of 2.50 feet; thence along the arc of said curve a distance of 3.93 feet through a central angle of 90° 00' 00"; thence North 60° 00' 11" West, 4.00 feet to said southeasterly line of East Second Street, being the true point of beginning of this description.

Also shown as Lot M6, on the Map of Benicia Marina, Phase 2, filed July 2, 1997, Map Book 66, Page 72, Solano County Records.

PARCEL SEVEN:

Parcel M7, being all of Lot 6 and a portion of Lot 7 as said Lots are shown on the Map entitled "Parcel Map Benicia Basin Subleasing", filed for record January 22, 1985 in Book 27 of Parcel Maps at Page 64, Official Records of said County, being more particularly described as follows:

Beginning at the southeast corner of Lot 4 in Block 12 as said Lot and block are shown on the Map entitled "Map of the City of Benicia, founded by Mariano G. Vallejo, Thomas O. Larkin & Robert Semple", dated 1847 and filed for record April 21, 1874 in the Official Records of said County, said Lot 4 also being shown as "Yacht Club" on said Parcel Map; thence along the southeasterly line of said Lot South 29° 59' 49" West, 125.15 feet to the southwesterly line of said Lot 4; thence along the southerly line of said Lot 7 South 60° 00' 11" East, 12.38 feet to the easterly line of said Lot 7; thence along said easterly line North 29° 59' 49" East, 11.46 feet to a tangent curve to the right having a radius of 75.00 feet; thence along the arc of said curve a distance of 110.80 feet through a central angle of 84° 38' 41"; thence leaving said southerly line the following courses:

North 29° 59' 49" East, 32.24 feet;
South 60° 00' 11" East, 44.50 feet;
North 29° 59' 49" East, 37.58 feet;
North 60° 00' 11" West, 49.50 feet;
North 29° 59' 49" East, 42.50 feet;
North 60° 00' 11" West, 54.50 feet;
South 29° 59' 49" West, 61.00 feet;
North 60° 00' 11" West, 180.50 feet;

thence North 29° 59' 49" East, 15.50 feet to a tangent curve to the left having a radius of 2.50 feet; thence along the arc of said curve a distance of 3.93 feet through a central angle of 90° 00' 00"; thence North 60° 00' 11" West, 4.00 feet to the southeasterly line of East Second Street as it is described in City of Benicia Council Resolution 82-36, which abandoned a portion of said East Second Street, said Resolution

having been recorded February 25, 1982 in Book 1982 of the Official Records of Solano County at Page 11566; thence along said southeasterly line South 29° 59' 49" West, 30.31 feet to the northeasterly line of said Lot 4; thence along said northeasterly line South 60° 00' 11" East, 166.12 feet to the true point of beginning.

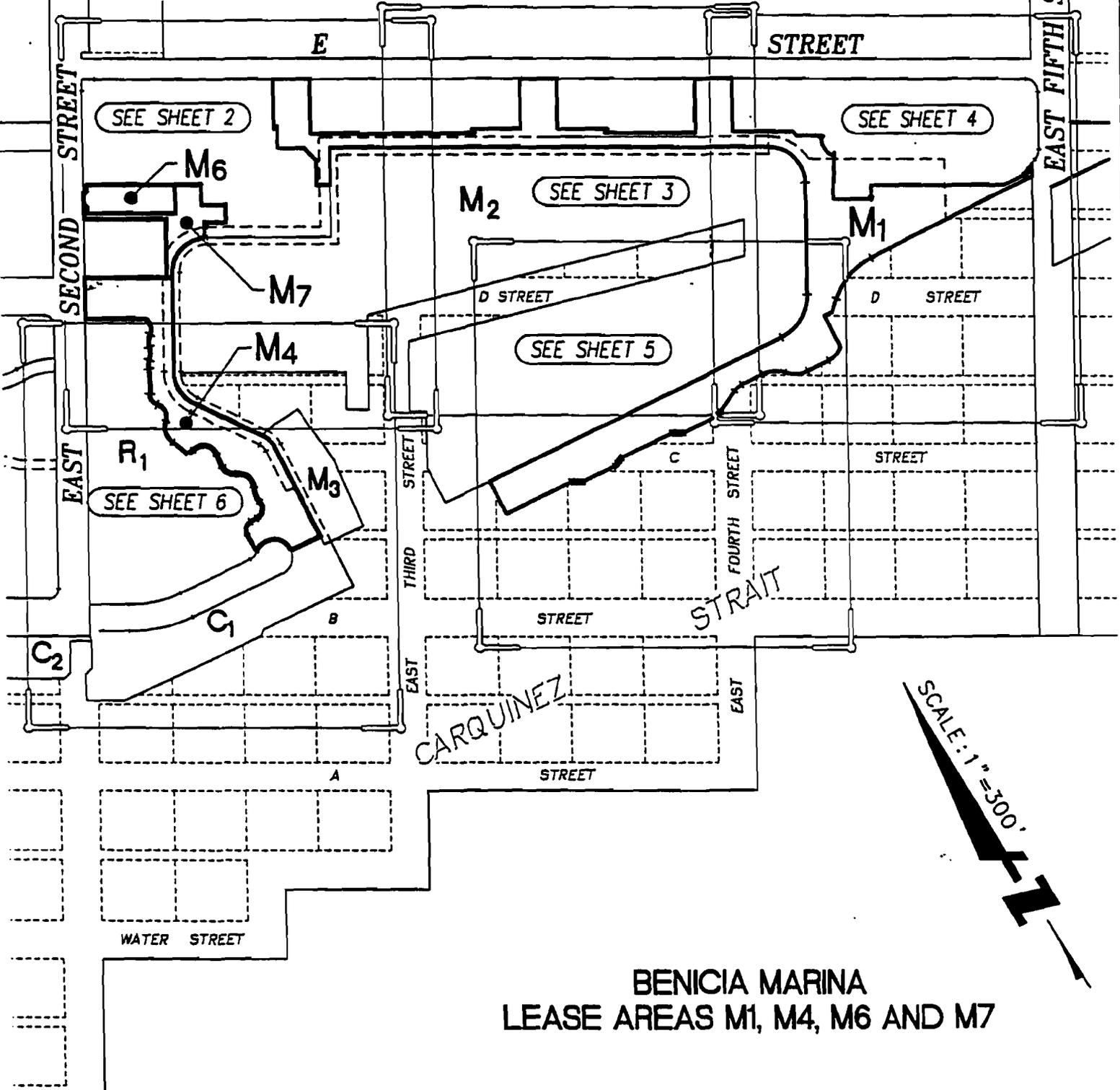
Also shown as Lot M7, on the Map of Benicia Marina, Phase 2, filed July 2, 1997, Map Book 66, Page 72, Solano County Records.

Excepting from those portions of Parcels One through Seven lying within the land described in the Deed recorded March 30, 1960, Book 1021, Page 195, Official Records, the following:

"All of the mineral and mineral ores of every kind and character now known to exist or hereafter discovered upon, within or underlying said land or that may be produced therefrom, including without limiting the generality of the foregoing, all petroleum, oil, natural gas and other hydrocarbon substances and products derived therefrom together with the exclusive and perpetual right of said Grantor, its successors and assigns of ingress and egress beneath the surface of said land to explore for, extract, mine and remove the same, and to make such use of the said land beneath the surface as is necessary or useful in connection therewith, which use may include lateral or slant drilling, boring, digging or sinking of wells, shafts, or tunnels; provided, however, that said Grantor, in the Deed hereinafter referred to, its successors and assigns, shall not use the surface of said land in the exercise of any of said rights, and shall not disturb the surface of said land or any improvements thereon," as excepted and reserved in the Deed from Southern Pacific Company, recorded March 30, 1960, Book 1021, Official Records, Page 195.

A.P. Nos.: 080-180-030
080-261-070, 100
080-210-210, 350, 360, 370, 390 (Said matter affects this and other property.)

BENICIA MOBILE HOME PARK
6 P.M. 1



BENICIA MARINA
LEASE AREAS M1, M4, M6 AND M7

Brian Kangas Foulk
Engineers • Surveyors • Planners

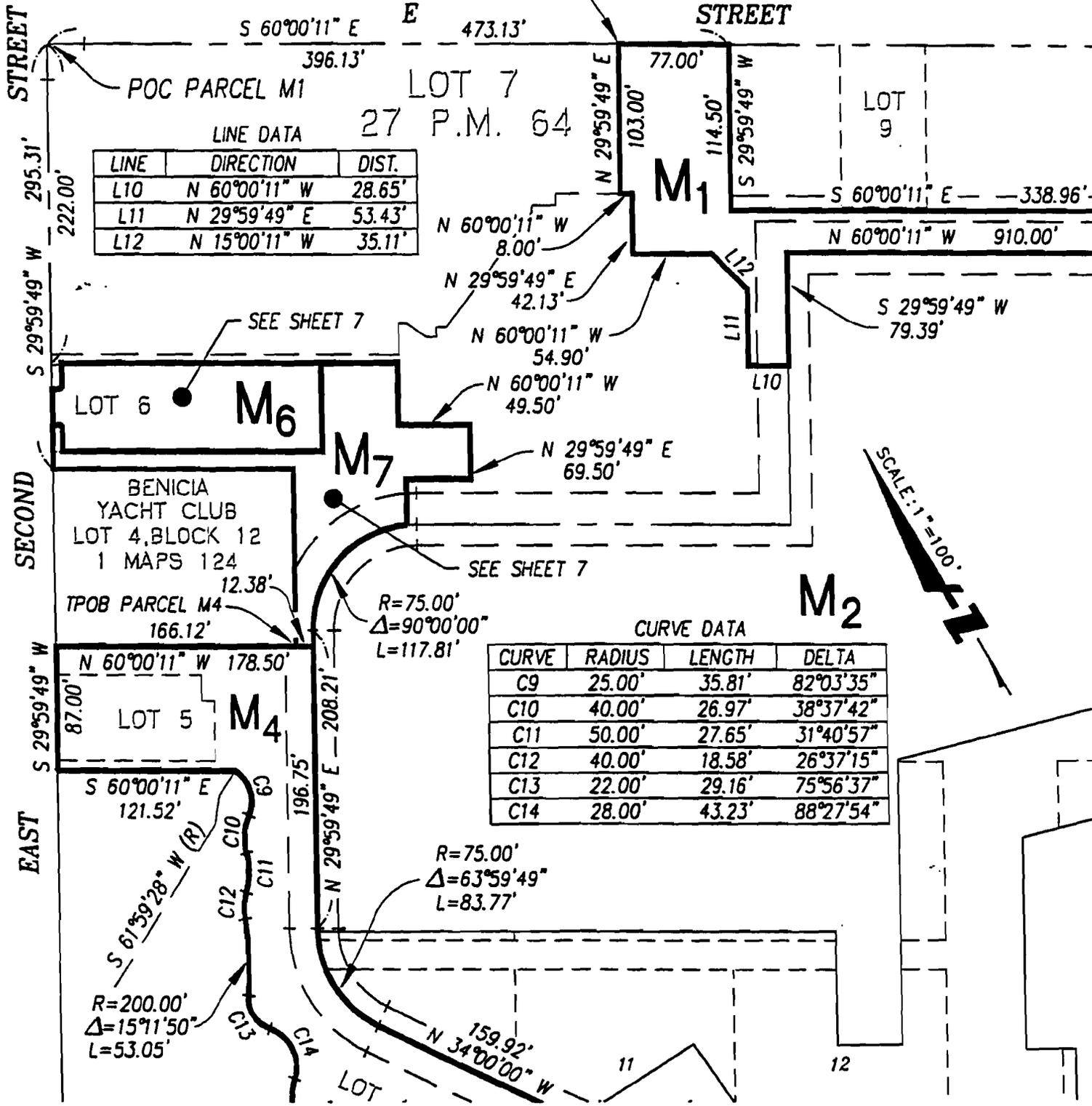
2737 North Main Street
Suite 200
Walnut Creek, CA 94596
Phone: (510) 937-6202
Fax: (510) 937-6260

Subject BENICIA MARINA, PHASE 2
CHANGE TO LEASE AREAS M1, M4, M6 & M7
Job No. 950140/M1-M4.DWG
By SHP Date 04/10/97 Chkd. PAK
SHEET 1 OF 7

BENICIA MOBILE HOME PARK

6 P.M. 1

TPOB, PARCEL M1

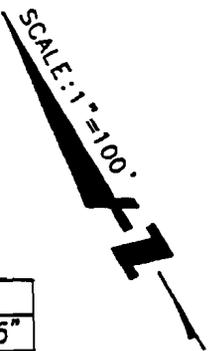


LINE DATA

LINE	DIRECTION	DIST.
L10	N 60°00'11" W	28.65'
L11	N 29°59'49" E	53.43'
L12	N 15°00'11" W	35.11'

CURVE DATA

CURVE	RADIUS	LENGTH	DELTA
C9	25.00'	35.81'	82°03'35"
C10	40.00'	26.97'	38°37'42"
C11	50.00'	27.65'	31°40'57"
C12	40.00'	18.58'	26°37'15"
C13	22.00'	29.16'	75°56'37"
C14	28.00'	43.23'	88°27'54"

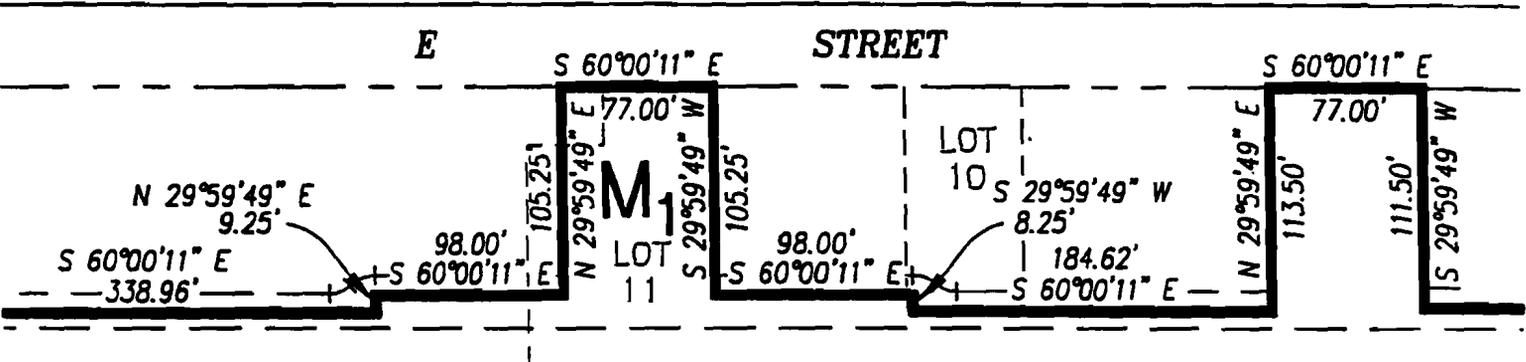


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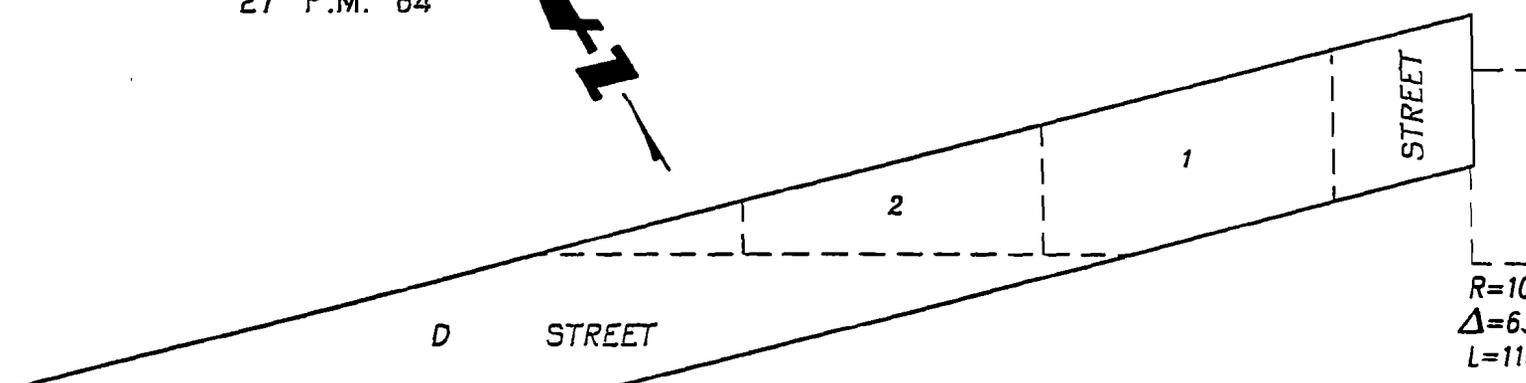
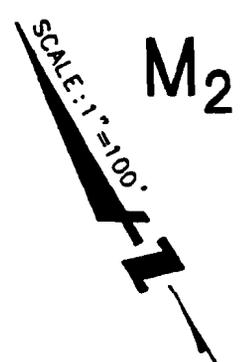
Subject BENICIA MARINA, PHASE 2
CHANGE TO LEASE AREAS M1, M4, M6 & M7
 Job No. 950140/M1-M4.DWG
 By SHP Date 04/10/97 Chkd. PAK
 SHEET 2 OF 7

BENICIA MOBILE HOME PARK
6 P.M. 1



N 60°00'11" W 910.00'

LOT 8
27 P.M. 64



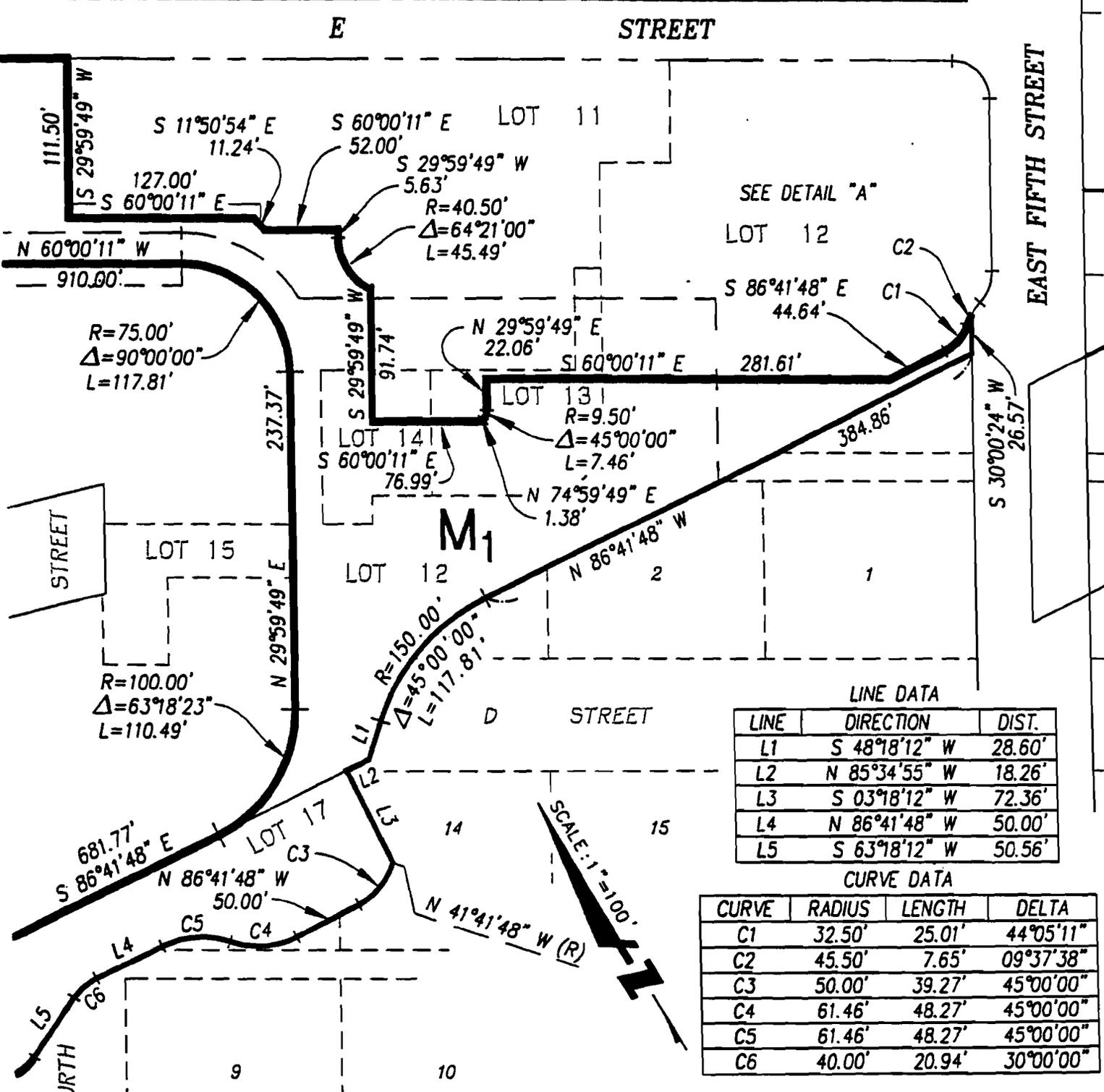
LOT 16
27 P.M. 64

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SHEET 3 OF 7

BENICIA MOBILE HOME PARK
6 P.M. 1



LINE DATA

LINE	DIRECTION	DIST.
L1	S 48°18'12" W	28.60'
L2	N 85°34'55" W	18.26'
L3	S 03°18'12" W	72.36'
L4	N 86°41'48" W	50.00'
L5	S 63°18'12" W	50.56'

CURVE DATA

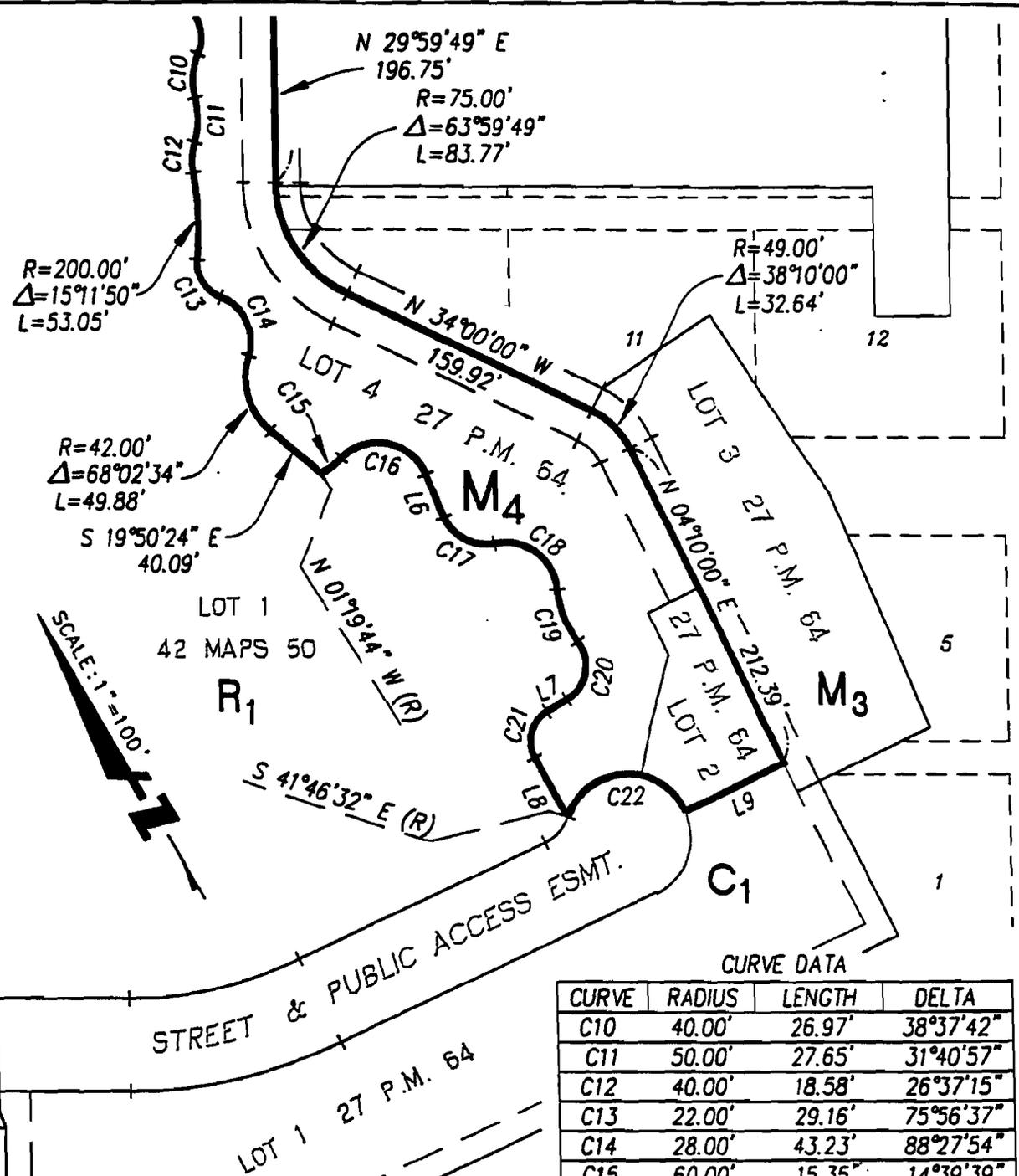
CURVE	RADIUS	LENGTH	DELTA
C1	32.50'	25.01'	44°05'11"
C2	45.50'	7.65'	09°37'38"
C3	50.00'	39.27'	45°00'00"
C4	61.46'	48.27'	45°00'00"
C5	61.46'	48.27'	45°00'00"
C6	40.00'	20.94'	30°00'00"

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Job No. 950140/M1-M4.DWG
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SHEET 4 OF 7

EAST SECOND STREET



LINE DATA

LINE	DIRECTION	DIST.
L6	S 08°50'00" W	28.24'
L7	S 89°18'12" W	14.00'
L8	S 02°13'36" W	41.09'
L9	S 85°50'00" E	68.52'

CURVE DATA

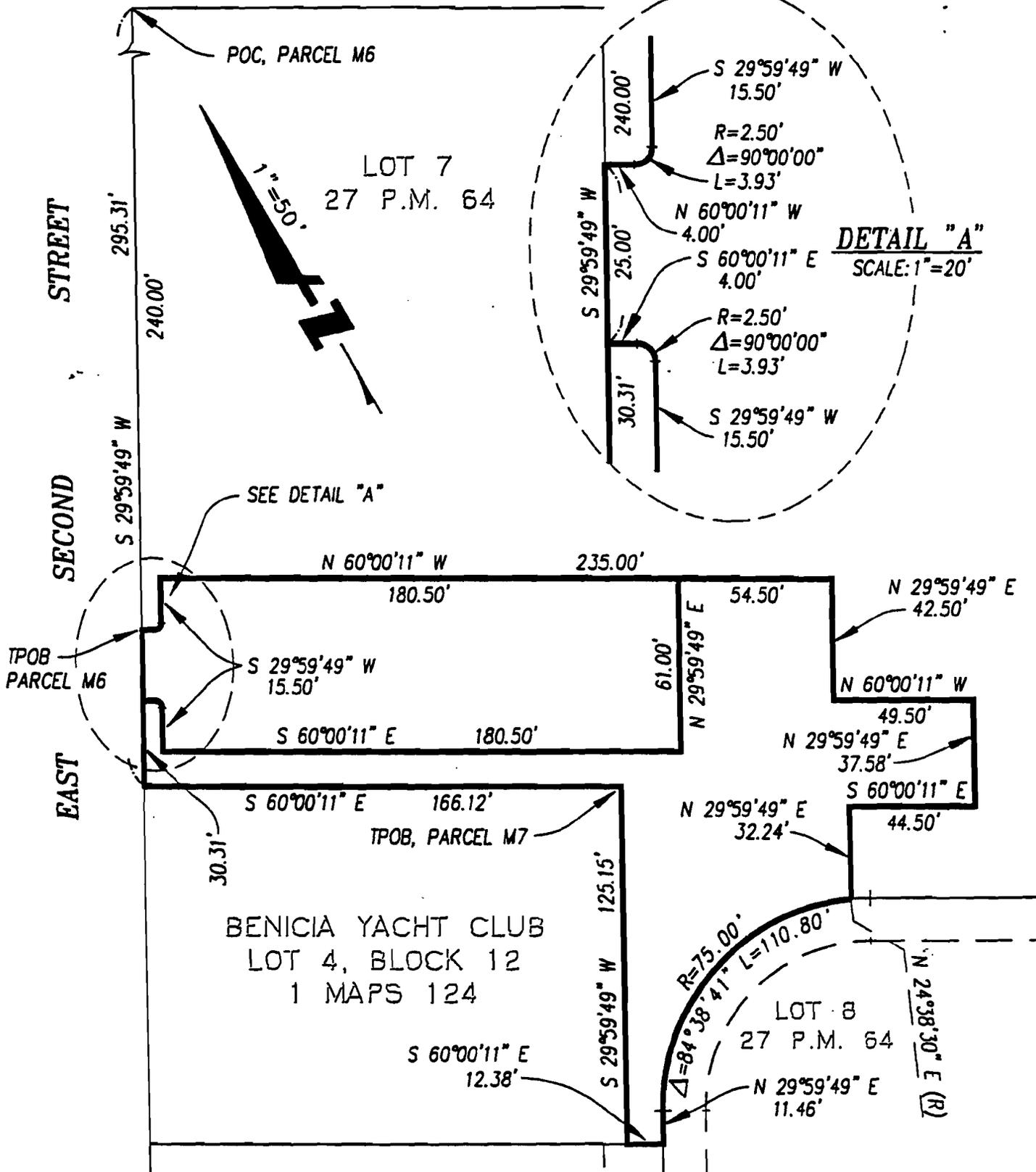
CURVE	RADIUS	LENGTH	DELTA
C10	40.00'	26.97'	38°37'42"
C11	50.00'	27.65'	31°40'57"
C12	40.00'	18.58'	26°37'15"
C13	22.00'	29.16'	75°56'37"
C14	28.00'	43.23'	88°27'54"
C15	60.00'	15.35'	14°39'39"
C16	30.00'	60.12'	114°49'23"
C17	26.00'	36.42'	80°15'45"
C18	31.00'	52.74'	97°28'57"
C19	60.00'	34.30'	32°45'00"
C20	24.00'	40.21'	96°00'00"
C21	21.00'	31.92'	87°04'36"
C22	38.50'	92.65'	137°52'38"

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 SHEET 6 OF 7

"E" STREET



Brian Kangas Foulk

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Subject BENICIA MARINA, PHASE 2
CHANGE TO LEASE AREAS M1, M4, M6 & M7

Job No. 950140/M1-M4.DWG

By SHP Date 04/10/97 Chkd. PAK

SHEET 7 OF 7