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RECORDING REQUESTED BY:
Bay Jacaranda No. 2627, LLC
AND WHEN RECORDED MAIL TO:

Bay Jacaranda No. 2627, LLC
c/o Paul Hastings LLP
55 Second Street, 24th Floor
San Francisco, California 94105
Attention: Stephen I. Berkman



San Francisco Assessor-Recorder
Carmen Chu, Assessor-Recorder
DOC- 2014-J926157-00
Check Number 898
Tuesday, AUG 12, 2014 11:48:31
Titl Pd \$48.00 Rcpt # 0004991450
okc/AB/1-12

(Above Space for Recorder's Use Only) 12 09

Vacant Lot
A.P.N.s: AB 8721, Lots 029 & 033
AB 8722, Lots 001 (a portion) & 008

MEMORANDUM OF ALLOCATION OF CONSTRUCTION OBLIGATIONS
AGREEMENT

(Mission Bay South - Blocks 26, 27, 29, 30, 31 & 32)

This MEMORANDUM OF ALLOCATION OF CONSTRUCTION OBLIGATIONS (this "Memorandum"), dated as of July 10, 2014, is made by BAY JACARANDA NO. 2627, LLC, a Delaware limited liability company ("Bay 2627") and BAY JACARANDA NO. 2932, LLC, a Delaware limited liability company ("Bay 2932").

RECITALS:

A. Bay 2627 is the owner of that certain real property located in San Francisco, California, commonly referred to as Mission Bay South Development Blocks 26 and 27 and more particularly described on Exhibit A hereto ("Blocks 26-27").

B. Bay 2932 is the owner of that certain real property located in San Francisco, California, commonly referred to as Mission Bay South Development Blocks 29, 30, 31 and 32 and more particularly described on Exhibit B hereto ("Blocks 29-32").

C. Bay 2627 (as successor-in-interest to ARE-San Francisco No. 19, LLC, a Delaware limited liability company ("ARE-SF 19") and Bay 2932 (as successor-in-interest to from ARE-San Francisco No. 16, LLC, a Delaware limited liability company ("ARE-SF 16") are parties to that certain Construction Commencement Agreement [Mission Bay - Blocks 26-27, Blocks 29-32, and Blocks 41-43] dated November 15, 2005, between FOCIL-MB, LLC, a Delaware limited liability company ("FOCIL"), ARE-San Francisco No. 15, LLC, a Delaware limited liability company ("ARE-SF 15"), ARE-SF 16 and ARE-SF 19 (the "Construction Commencement Agreement"), whereby certain coordinated construction commencement

requirements were established with respect to Blocks 26-27, Blocks 29-32, and certain other real property commonly referred to as Mission Bay South Development Blocks 41, 42 and 43 and more particularly described in the Construction Commencement Agreement ("Blocks 41-43"). The Construction Commencement Agreement was recorded in the Official Records of the City (the "Official Records") on November 15, 2005, as Instrument No. 2005-I072104. The Construction Commencement Agreement binds, as covenants and equitable servitudes running with the land, Blocks 26-27, Blocks 29-32, and Blocks 41-43.

D. Bay 2627, Bay 2932, ARE-SF 15, ARE-SF 16, ARE-SF 19, ARE-San Francisco No. 22, LLC, a Delaware limited liability company, ARE-San Francisco No. 26, LLC, a Delaware limited liability company, ARE-San Francisco No. 36, LLC, a Delaware limited liability company and Bay Jacaranda No. 3334, LLC, a Delaware limited liability company, previously entered into that certain Agreement Regarding Construction Obligations dated November 1, 2010 (the "ARCO"), whereby certain obligations under, among other things, the Construction Commencement Agreement, were allocated among the parties to the ARCO. A Memorandum of the ARCO was recorded in the Official Records on November 1, 2010, as Instrument No. 2010-J073289.

F. Bay 2627 and Bay 2932 (each, a "Party" and collectively, the "Parties") have entered into a certain Allocation of Construction Obligations Agreement (the "Agreement"), pursuant to which the Parties allocate responsibility between the owner of Blocks 26-27 from time to time (the "2627 Owner") and the owner of Blocks 29-32 from time to time (the "2932 Owner") for certain obligations arising under the Construction Commencement Agreement, as modified by the ARCO.

G. The Parties desire to record this Memorandum in the Official Records in order to give record notice, and to provide constructive notice, of the Agreement.

AGREEMENT

NOW THEREFORE, in consideration of the mutual covenants and agreements herein contained and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. Notice of Agreement. Upon recordation in the Official Records, this Memorandum shall constitute record and constructive notice of the existence of the Agreement, the terms and conditions of which are incorporated herein by this reference as if fully set forth herein.

2. Governing Law. This Memorandum shall be governed by the laws of the State of California.

3. Counterparts. This Memorandum may be executed in any number of counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute a single agreement with the same effect as if all the Parties had signed the same signature page. Any signature page from any counterpart of this Memorandum, signed only by one Party, may be detached from such counterpart and re-attached to any other counterpart of

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this Memorandum that has a signature page signed only by the other Party, without impairing the legal effect of any of the signatures.

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IN WITNESS WHEREOF, Bay 2627 and Bay 2932 have executed this Memorandum as of the date first written above.

BAY 2627:

BAY JACARANDA NO. 2627, LLC,
a Delaware limited liability company

By: Bay Jacaranda Holdings, LLC,
a Delaware limited liability company,
Its Sole Member

By: salesforce.com, inc.,
a Delaware corporation,
Its Sole Member

By: 
Amy Weaver
SVP & General Counsel

BAY 2932:

BAY JACARANDA NO. 2932, LLC,
a Delaware limited liability company

By: Bay Jacaranda Holdings, LLC,
a Delaware limited liability company,
Its Sole Member

By: salesforce.com, inc.,
a Delaware corporation,
Its Sole Member

By: 
Amy Weaver
SVP & General Counsel

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STATE OF CALIFORNIA

COUNTY OF SAN FRANCISCO

On July 10, 2014, before me, CHARMAGNE M. PEDRONI, a Notary Public in and for said State, personally appeared AMY WEAVER, who proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that ~~he~~/she executed the same in ~~his~~/her authorized capacity, and that by ~~his~~/her signature on the instrument, the person, or the entity upon behalf of which the person acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

My commission number is: 1952611

My commission expires: 9/17/15




SIGNATURE OF NOTARY

[AFFIX SEAL]

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EXHIBIT A

Legal Description, Blocks 26-27

Real property in the City of San Francisco, County of San Francisco, State of California, described as follows:

1455 THIRD STREET PARCEL

ALL THAT REAL PROPERTY SITUATED IN THE CITY OF SAN FRANCISCO, COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

LOT 3, AS SHOWN ON FINAL MAP 5156, FILED NOVEMBER 25, 2009, IN BOOK CC OF SURVEY MAPS AT PAGES 197 THROUGH 201 IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA.

[ASSESSOR'S BLOCK 8721, LOT 33]

EXCEPTING THE FOLLOWING:

AS EXCEPTED AND RESERVED FOREVER BY THE STATE OF CALIFORNIA IN THAT CERTAIN PATENT AND QUITCLAIM DEED DATED JUNE 14, 1999, TO THE CITY AND COUNTY OF SAN FRANCISCO, A CHARTER CITY AND COUNTY, RECORDED JULY 19, 1999, IN REEL H429, IMAGE 507, SERIES NO. 99-G622155, OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, FROM THOSE PORTIONS OF THE ABOVE DESCRIBED REAL PROPERTY (HEREAFTER CALLED THE "FORMER BURTON ACT PORTIONS") WITHIN THE BOUNDARIES OF "MINERAL RIGHTS PARCEL 9", "MINERAL RIGHTS PARCEL 10" AND "MINERAL RIGHTS PARCEL 11" DESCRIBED IN EXHIBIT D THERETO, THE FOLLOWING:

ALL MINERALS AND ALL MINERAL RIGHTS OF EVERY KIND AND CHARACTER NOW KNOWN TO EXIST OR HEREAFTER DISCOVERED IN SUCH FORMER BURTON ACT PORTIONS, INCLUDING, BUT NOT LIMITED TO, OIL AND GAS AND RIGHTS THERETO, TOGETHER WITH THE SOLE, EXCLUSIVE, AND PERPETUAL RIGHT TO EXPLORE FOR, REMOVE, AND DISPOSE OF THOSE MINERALS BY ANY MEANS OR METHODS SUITABLE TO THE STATE OF CALIFORNIA OR TO ITS SUCCESSORS AND ASSIGNS, BUT WITHOUT ENTERING UPON OR USING THE SURFACE OF SUCH FORMER BURTON ACT PORTIONS, AND IN SUCH MANNER AS NOT TO DAMAGE THE SURFACE OF THOSE PORTIONS OF THE ABOVE DESCRIBED REAL PROPERTY WITHIN THE BOUNDARIES OF SUCH FORMER BURTON ACT PORTIONS OR TO INTERFERE WITH THE USE THEREOF BY THE CITY AND COUNTY OF SAN FRANCISCO, ITS SUCCESSORS AND ASSIGNEES; PROVIDED, HOWEVER, THAT THE STATE OF CALIFORNIA, ITS SUCCESSORS AND ASSIGNS, WITHOUT THE PRIOR WRITTEN PERMISSION OF THE CITY AND COUNTY OF SAN FRANCISCO, ITS SUCCESSORS AND ASSIGNEES, SHALL NOT CONDUCT ANY MINING ACTIVITIES OF ANY NATURE WHATSOEVER ABOVE A PLANE LOCATED FIVE HUNDRED FEET (500') BELOW THE SURFACE OF THAT PORTION OF THE ABOVE DESCRIBED REAL PROPERTY WITHIN THE BOUNDARIES OF SUCH FORMER BURTON ACT PORTIONS.

FURTHER, AS EXCEPTED AND RESERVED BY THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, A DELAWARE CORPORATION ("SANTA FE"), IN THAT CERTAIN

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GRANT DEED DATED JANUARY 21, 1987, AND RECORDED MARCH 31, 1987, IN REEL E309, IMAGE 1138, SERIES NO. D966411, OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, FROM THOSE PORTIONS OF THE ABOVE DESCRIBED REAL PROPERTY LYING WITHIN THE BOUNDARIES OF THE PARCELS DESCRIBED THEREIN, THE FOLLOWING:

ALL MINERALS, INCLUDING, WITHOUT LIMITING THE GENERALITY THEREOF, OIL, GAS AND OTHER HYDROCARBON SUBSTANCES, AS WELL AS METALLIC OR OTHER SOLID MINERALS, PROVIDED THAT SANTA FE SHALL NOT HAVE THE RIGHT TO GO UPON OR USE THE SURFACE OF SAID LAND, OR ANY PART THEREOF, FOR THE PURPOSE OF DRILLING FOR, MINING, OR OTHERWISE REMOVING, ANY OF SAID MINERALS. SANTA FE MAY, HOWEVER, AND RESERVES THE RIGHT TO, REMOVE ANY OF SAID MINERALS FROM SAID LAND BY MEANS OF WELLS, SHAFTS, TUNNELS, OR OTHER MEANS OF ACCESS TO SAID MINERALS WHICH MAY BE CONSTRUCTED, DRILLED OR DUG FROM OTHER LAND, PROVIDED THAT THE EXERCISE OF SUCH RIGHTS BY SANTA FE SHALL IN NO WAY INTERFERE WITH OR IMPAIR THE USE OF THE SURFACE OF THE ABOVE DESCRIBED REAL PROPERTY OR OF ANY IMPROVEMENTS THEREON.

1515 THIRD STREET PARCEL

ALL THAT REAL PROPERTY SITUATED IN THE CITY' AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

PARCEL ONE:

ALL BLOCK AND LOT LINES HEREINAFTER MENTIONED ARE IN ACCORDANCE WITH THAT CERTAIN MAP ENTITLED "FINAL MAP 4141 – PLANNED DEVELOPMENT MISSION BAY (26-28)" IN BOOK BB OF MAPS AT PAGES 179 THROUGH 183, INCLUSIVE, RECORDED ON OCTOBER 16, 2007, IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHWEST COMER OF BLOCK 8721 LOT 23 AS SHOWN ON SAID MAP; THENCE, NORTH 86°49'04" EAST, 157.50 FEET ALONG THE NORTH LINE OF SAID LOT 23 AND BLOCK 8721 LOT 27 AS SHOWN ON SAID MAP; THENCE, SOUTH 03°10'56" EAST, 275.02 FEET LEAVING SAID NORTH LINE TO A POINT ON THE SOUTH LINE OF SAID LOTS 23 AND 27; THENCE, SOUTH 86°49'04" WEST, 157.50 FEET ALONG SAID SOUTH LINE TO THE SOUTHWEST COMER OF SAID LOT 23; THENCE, NORTH 03°10'56" WEST, 275.02 FEET ALONG THE WEST LINE OF SAID LOT 23 TO THE POINT OF BEGINNING.

THE ABOVE DESCRIPTION IS IDENTICAL TO THE DESCRIPTION OF "NEW PARCEL BLOCK 8721 LOT 29" SET FORTH IN EXHIBIT B ATTACHED TO THAT CERTAIN CERTIFICATE OF COMPLIANCE RECORDED IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, ON APRIL 24, 2009, AS DOCUMENT NO. 2009-1752211.

[ASSESSOR'S BLOCK 8721, LOT 29]

EXCEPTING THE FOLLOWING:

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AS EXCEPTED AND RESERVED BY FOCIL-MB, LLC, A DELAWARE LIMITED LIABILITY COMPANY, IN THAT CERTAIN GRANT DEED RECORDED MARCH 1, 2005, IN REEL 1836, IMAGE 496, SERIES NO. 2005-H911981, OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, FROM THE ABOVE DESCRIBED REAL PROPERTY, THE FOLLOWING:

ALL RIGHT, TITLE AND INTEREST IN AND TO ALL WATER RIGHTS, COAL, OIL, GAS AND OTHER HYDROCARBONS, GEOTHERMAL RESOURCES, PRECIOUS METALS ORES, BASE METALS ORES, INDUSTRIAL-GRADE SILICATES AND CARBONATES, FISSIONABLE MINERALS OF EVERY KIND AND CHARACTER, METALLIC OR OTHERWISE, WHETHER OR NOT PRESENTLY KNOWN TO SCIENCE OR INDUSTRY, NOW KNOWN TO EXIST OR HEREAFTER DISCOVERED UNDERLYING THE SURFACE OF THE ABOVE DESCRIBED REAL PROPERTY REGARDLESS OF THE DEPTH BELOW THE SURFACE AT WHICH ANY SUCH SUBSTANCE MAY BE FOUND; HOWEVER, THE HOLDER OF SUCH RIGHT, TITLE AND INTEREST OR ITS SUCCESSORS AND ASSIGNS SHALL NOT HAVE THE RIGHT FOR ANY PURPOSE WHATSOEVER TO ENTER UPON, INTO, OR THROUGH THE SURFACE OR THE FIRST 500 FEET OF THE SUBSURFACE OF THE ABOVE DESCRIBED REAL PROPERTY IN CONNECTION THEREWITH.

FURTHER, AS EXCEPTED AND RESERVED FOREVER BY THE STATE OF CALIFORNIA IN THAT CERTAIN PATENT AND QUITCLAIM DEED DATED JUNE 14, 1999, TO THE CITY AND COUNTY OF SAN FRANCISCO, A CHARTER CITY AND COUNTY, RECORDED JULY 19, 1999, IN REEL H429, IMAGE 507, SERIES NO. 99-G622155, OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, FROM THOSE PORTIONS OF THE ABOVE DESCRIBED REAL PROPERTY (HEREAFTER CALLED THE "FORMER BURTON ACT PORTIONS") WITHIN THE BOUNDARIES OF "MINERAL RIGHTS PARCEL 9", "MINERAL RIGHTS PARCEL 10" AND "MINERAL RIGHTS PARCEL 11" DESCRIBED IN EXHIBIT D THERETO, THE FOLLOWING:

ALL MINERALS AND ALL MINERAL RIGHTS OF EVERY KIND AND CHARACTER NOW KNOWN TO EXIST OR HEREAFTER DISCOVERED IN SUCH FORMER BURTON ACT PORTIONS, INCLUDING, BUT NOT LIMITED TO, OIL AND GAS AND RIGHTS THERETO, TOGETHER WITH THE SOLE, EXCLUSIVE, AND PERPETUAL RIGHT TO EXPLORE FOR, REMOVE, AND DISPOSE OF THOSE MINERALS BY ANY MEANS OR METHODS SUITABLE TO THE STATE OF CALIFORNIA OR TO ITS SUCCESSORS AND ASSIGNS, BUT WITHOUT ENTERING UPON OR USING THE SURFACE OF SUCH FORMER BURTON ACT PORTIONS, AND IN SUCH MANNER AS NOT TO DAMAGE THE SURFACE OF THOSE PORTIONS OF THE ABOVE DESCRIBED REAL PROPERTY WITHIN THE BOUNDARIES OF SUCH FORMER BURTON ACT PORTIONS OR TO INTERFERE WITH THE USE THEREOF BY THE CITY AND COUNTY OF SAN FRANCISCO, ITS SUCCESSORS AND ASSIGNEES; PROVIDED, HOWEVER, THAT THE STATE OF CALIFORNIA, ITS SUCCESSORS AND ASSIGNS, WITHOUT THE PRIOR WRITTEN PERMISSION OF THE CITY AND COUNTY OF SAN FRANCISCO, ITS SUCCESSORS AND ASSIGNEES, SHALL NOT CONDUCT ANY MINING ACTIVITIES OF ANY NATURE WHATSOEVER ABOVE A PLANE LOCATED FIVE HUNDRED FEET (500') BELOW THE SURFACE OF THAT PORTION OF THE ABOVE DESCRIBED REAL PROPERTY WITHIN THE BOUNDARIES OF SUCH FORMER BURTON ACT PORTIONS.

FURTHER, AS EXCEPTED AND RESERVED BY THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, A DELAWARE CORPORATION ("SANTA FE"), IN THAT CERTAIN

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GRANT DEED DATED JANUARY 21, 1987, AND RECORDED MARCH 31, 1987, IN REEL E309, IMAGE 1138, SERIES NO. D966411, OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, FROM THOSE PORTIONS OF THE ABOVE DESCRIBED REAL PROPERTY LYING WITHIN THE BOUNDARIES OF THE PARCELS DESCRIBED THEREIN, THE FOLLOWING:

ALL MINERALS, INCLUDING, WITHOUT LIMITING THE GENERALITY THEREOF, OIL, GAS AND OTHER HYDROCARBON SUBSTANCES, AS WELL AS METALLIC OR OTHER SOLID MINERALS, PROVIDED THAT SANTA FE SHALL NOT HAVE THE RIGHT TO GO UPON OR USE THE SURFACE OF SAID LAND, OR ANY PART THEREOF, FOR THE PURPOSE OF DRILLING FOR, MINING, OR OTHERWISE REMOVING, ANY OF SAID MINERALS. SANTA FE MAY, HOWEVER, AND RESERVES THE RIGHT TO, REMOVE ANY OF SAID MINERALS FROM SAID LAND BY MEANS OF WELLS, SHAFTS, TUNNELS, OR OTHER MEANS OF ACCESS TO SAID MINERALS WHICH MAY BE CONSTRUCTED, DRILLED OR DUG FROM OTHER LAND, PROVIDED THAT THE EXERCISE OF SUCH RIGHTS BY SANTA FE SHALL IN NO WAY INTERFERE WITH OR IMPAIR THE USE OF THE SURFACE OF THE ABOVE DESCRIBED REAL PROPERTY OR OF ANY IMPROVEMENTS THEREON.

PARCEL TWO:

NONEXCLUSIVE EASEMENTS, APPURTENANT TO PARCEL ONE HEREINABOVE, AS RESERVED BY CATELLUS DEVELOPMENT CORPORATION, A DELAWARE CORPORATION, FROM LOTS A, B, AND C SHOWN ON THE PARCEL MAP REFERRED TO IN PARCEL ONE HEREINABOVE, FOR THE PURPOSES SET FORTH AND WITHIN THE LOCATIONS MORE PARTICULARLY DESCRIBED IN SECTIONS 1, 2, 5, 6 AND 7 OF THAT CERTAIN "DECLARATION OF RESTRICTIONS" DATED OCTOBER 31, 2000, RECORDED DECEMBER 7, 2000, IN REEL H779, IMAGE 402, INSTRUMENT NO. 2000-G873073-00, OFFICIAL RECORDS OF CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA.

EXHIBIT B

Legal Description, Blocks 29-32

Real property in the City of San Francisco, County of San Francisco, State of California, described as follows:

PARCEL ONE:

LOT 1, BLOCK 8722, AS SHOWN ON THAT CERTAIN MAP ENTITLED "MAP OF MISSION BAY", RECORDED JULY 19, 1999, IN BOOK Z OF MAPS, PAGES 97-119, IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, CALIFORNIA, AS CORRECTED BY THAT CERTAIN "CERTIFICATE OF CORRECTION" RECORDED SEPTEMBER 16, 2002, IN REEL I223, IMAGE 596, AS INSTRUMENT NUMBER 2002-H244619 AND IN BOOK/REEL 1926, PAGE/IMAGE 0376, AS INSTRUMENT NUMBER 2005-H985511, IN THE OFFICE OF SUCH RECORDER.

EXCEPTING THEREFROM, THE FOLLOWING:

AS EXCEPTED AND RESERVED BY THE ATCHISON, TOPEKA AND SANTA FE RAILWAY COMPANY, A DELAWARE CORPORATION ("SANTA FE"), IN THAT CERTAIN GRANT DEED DATED JANUARY 21, 1987, RECORDED MARCH 31, 1987, IN REEL E309, IMAGE 1138, SERIES NO. D966411, OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, FROM THOSE PORTIONS OF THE ABOVE DESCRIBED REAL PROPERTY LYING WITHIN THE BOUNDARIES OF THE PARCELS DESCRIBED THEREIN, THE FOLLOWING:

ALL MINERALS, INCLUDING, WITHOUT LIMITING THE GENERALITY THEREOF, OIL, GAS AND OTHER HYDROCARBON SUBSTANCES, AS WELL AS METALLIC OR OTHER SOLID MINERALS, PROVIDED THAT SANTA FE SHALL NOT HAVE THE RIGHT TO GO UPON OR USE THE SURFACE OF SAID LAND, OR ANY PART THEREOF, FOR THE PURPOSE OF DRILLING FOR, MINING, OR OTHERWISE REMOVING, ANY OF SAID MINERALS. SANTA FE MAY, HOWEVER, AND RESERVES THE RIGHT TO, REMOVE ANY OF SAID MINERALS FROM SAID LAND BY MEANS OF WELLS, SHAFTS, TUNNELS, OR OTHER MEANS OF ACCESS TO SAID MINERALS WHICH MAY BE CONSTRUCTED, DRILLED OR DUG FROM OTHER LAND, PROVIDED THAT THE EXERCISE OF SUCH RIGHTS BY SANTA FE SHALL IN NO WAY INTERFERE WITH OR IMPAIR THE USE OF THE SURFACE OF THE ABOVE DESCRIBED REAL PROPERTY OR OF ANY IMPROVEMENTS THEREON.

AS EXCEPTED AND RESERVED FOREVER BY THE STATE OF CALIFORNIA IN THAT CERTAIN PATENT DATED JUNE 14, 1999, TO THE CITY AND COUNTY OF SAN FRANCISCO, A CHARTER CITY AND COUNTY, IN TRUST, RECORDED JULY 19, 1999, IN REEL H429, IMAGE 507, SERIES NO. 99-G622155-00, OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, FROM THAT PORTION OF THE ABOVE DESCRIBED REAL PROPERTY LYING WITHIN THE BOUNDARIES OF MINERAL RIGHTS PARCEL 11 DESCRIBED IN SUCH PATENT, THE FOLLOWING:

ALL MINERALS AND ALL MINERAL RIGHTS OF EVERY KIND AND CHARACTER NOW KNOWN TO EXIST OR HEREAFTER DISCOVERED IN THE ABOVE REFERRED TO MINERAL

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RIGHTS PARCEL 11, INCLUDING, BUT NOT LIMITED TO, OIL AND GAS AND RIGHTS THERETO, TOGETHER WITH THE SOLE, EXCLUSIVE, AND PERPETUAL RIGHT TO EXPLORE FOR, REMOVE, AND DISPOSE OF THOSE MINERALS BY ANY MEANS OR METHODS SUITABLE TO THE STATE OF CALIFORNIA OR TO ITS SUCCESSORS AND ASSIGNS, BUT WITHOUT ENTERING UPON OR USING THE SURFACE OF THE ABOVE REFERRED TO MINERAL RIGHTS PARCEL 11, AND IN SUCH MANNER AS NOT TO DAMAGE THE SURFACE THEREOF OR TO INTERFERE WITH THE USE THEREOF BY THE CITY AND COUNTY OF SAN FRANCISCO, ITS SUCCESSORS AND ASSIGNEES; PROVIDED, HOWEVER, THAT THE STATE OF CALIFORNIA, ITS SUCCESSORS AND ASSIGNS, WITHOUT THE PRIOR WRITTEN PERMISSION OF THE CITY AND COUNTY OF SAN FRANCISCO, ITS SUCCESSORS AND ASSIGNEES, SHALL NOT CONDUCT ANY MINING ACTIVITIES OF ANY NATURE WHATSOEVER ABOVE A PLANE LOCATED FIVE HUNDRED FEET (500') BELOW THE SURFACE OF THE ABOVE REFERRED TO MINERAL RIGHTS PARCEL 11.

FURTHER EXCEPTING THEREFROM THAT PORTION THEREOF DESCRIBED IN THAT CERTAIN GRANT DEED DATED OCTOBER 25, 2002, EXECUTED BY CATELLUS DEVELOPMENT CORPORATION, A DELAWARE CORPORATION, TO THE CITY AND COUNTY OF SAN FRANCISCO, A CHARTER CITY AND COUNTY, RECORDED DECEMBER 11, 2002, IN BOOK I281, PAGE 340, INSTRUMENT NO. 2002-H309022, IN THE OFFICE OF SUCH RECORDER.

ASSESSOR'S PARCEL NUMBER: LOT 001, BLOCK 8722 (A PORTION)

PARCEL TWO:

THAT CERTAIN REAL PROPERTY DESCRIBED IN THAT CERTAIN QUITCLAIM DEED DATED NOVEMBER 5, 2002, EXECUTED BY THE CITY AND COUNTY OF SAN FRANCISCO, A CHARTER CITY AND COUNTY, TO CATELLUS DEVELOPMENT CORPORATION, A DELAWARE CORPORATION, RECORDED DECEMBER 11, 2002, IN BOOK I281, PAGE 341, INSTRUMENT NO. 2002-H309023-00, IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

THE LOT AND BLOCK HEREINAFTER MENTIONED ARE IN ACCORDANCE WITH THAT CERTAIN MAP ENTITLED "MAP OF MISSION BAY", RECORDED JULY 19, 1999, IN BOOK Z OF MAPS, PAGES 97-119, IN THE OFFICE OF THE RECORDER OF THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA.

COMMENCING AT THE MOST SOUTHWESTERLY CORNER OF PARCEL 28, AS SAID PARCEL IS DESCRIBED IN THE QUITCLAIM DEED TO THE CITY AND COUNTY OF SAN FRANCISCO, RECORDED JULY 19, 1999, IN BOOK H429, PAGE 512 (INSTRUMENT NO. 99-G622160) OFFICIAL RECORDS OF THE CITY AND COUNTY OF SAN FRANCISCO, SAID POINT OF COMMENCEMENT ALSO BEING THE MOST SOUTHWESTERLY CORNER OF BLOCK 8722, LOT 2 AS SHOWN ON SAID MAP (Z MAPS 97);

THENCE, EASTERLY ALONG THE SOUTHERLY LINE OF SAID PARCEL 28, SAID LINE ALSO BEING THE SOUTHERLY LINE OF SAID LOT 2, NORTH 86° 49' 04" EAST 10.91 FEET TO THE POINT OF BEGINNING;

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THENCE, ALONG THE EXTERIOR BOUNDARY OF SAID PARCEL 28, SAID LINES ALSO BEING THE EXTERIOR BOUNDARY OF SAID LOT 2, THE FOLLOWING THREE (3) COURSES:

NORTH 86° 49' 04" EAST, 18.25 FEET,

NORTH 03° 10' 56" WEST, 20.00 FEET, TO A POINT ON THE ARC OF A NON- TANGENT CURVE CONCAVE NORTHEASTERLY, HAVING A RADIUS OF 24.16 FEET, TO WHICH POINT A RADIAL LINE BEARS SOUTH 03° 10' 56" EAST,

WESTERLY AND NORTHWESTERLY ALONG SAID CURVE, HAVING A RADIUS OF 24.16 FEET, THROUGH A CENTRAL ANGLE OF 53° 55' 35", AN ARC DISTANCE OF 22.74 FEET, TO A POINT THAT BEARS NORTH 05° 37' 34" WEST FROM SAID POINT OF BEGINNING;

THENCE, LEAVING SAID EXTERIOR BOUNDARY OF PARCEL 28 AND SAID LOT 2, SOUTH 05° 37' 34" EAST, 29.96 FEET, TO THE POINT OF BEGINNING.

ASSESSOR'S PARCEL NUMBER: LOT 008, BLOCK 8722

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