

AFTER RECORDATION PLEASE RETURN TO:

Quint & Thimmig LLP
575 Market Street, Suite 3600
San Francisco, CA 94105-2874
Attention: Brian D. Quint, Esq.

THIS TRANSACTION IS EXEMPT FROM CALIFORNIA DOCUMENTARY TRANSFER TAX PURSUANT TO SECTION 11929 OF THE CALIFORNIA REVENUE AND TAXATION CODE. THIS DOCUMENT IS EXEMPT FROM RECORDING FEES PURSUANT TO SECTION 27383 OF THE CALIFORNIA GOVERNMENT CODE.

FIRST AMENDMENT TO MASTER ASSIGNMENT AGREEMENT

(Amending that Master Assignment Agreement, dated as of February 1, 1994, as amended, by and between the Inland Empire Public Facilities Corporation and Wells Fargo Bank, National Association, as Successor Trustee

Dated as of July 1, 2009

by and between the

INLAND EMPIRE PUBLIC FACILITIES CORPORATION

and

WELLS FARGO BANK, NATIONAL ASSOCIATION, as Successor Trustee

Relating to

\$283,245,000
Certificates of Participation, Series 1994
Medical Center Financing Project

\$363,265,000
Certificates of Participation, Series 1995
Medical Center Financing Project

\$65,070,000
Certificates of Participation, Series 1996
Medical Center Financing Project

\$176,510,000
Certificates of Participation, Series 1998
Medical Center Financing Project

FIRST AMENDMENT TO MASTER ASSIGNMENT AGREEMENT

THIS FIRST AMENDMENT TO MASTER ASSIGNMENT AGREEMENT, dated as of July 1, 2009, is by and between the INLAND EMPIRE PUBLIC FACILITIES CORPORATION, a nonprofit, public benefit corporation organized and existing under and by virtue of the laws of the State of California (the "Corporation"), and WELLS FARGO BANK, NATIONAL ASSOCIATION, a national banking association organized and existing under the laws of the United States of America, as successor to Texas Commerce Bank National Association, as trustee (the "Trustee"), amending that certain Master Assignment Agreement, dated as of February 1, 1994, recorded on March 1, 1994, as document number 94-101403, in the Official Records of San Bernardino County, California, as amended by that certain First Amendment to Master Assignment Agreement, dated as of June 1, 1995, by and between the Corporation and the Trustee, and recorded on June 27, 1995, as document number 19950219550, in the Official Records of San Bernardino County, California, (collectively, the "Assignment Agreement");

W I T N E S S E T H:

WHEREAS, San Bernardino County, California (the "County") and the Corporation have heretofore entered into that certain Master Site Lease, dated as of February 1, 1994, recorded on March 1, 1994, as document number 94-101401, in the Official Records of San Bernardino County, California, as amended by that certain First Amendment to Master Site Lease, dated as of June 1, 1995, by and between the Corporation and the County, and recorded on June 27, 1995, as document number 19950219578, in the Official Records of San Bernardino County, California, and as amended by that certain Second Amendment to Master Site Lease, dated as of July 1, 2009, by and between the Corporation and the County, and recorded concurrently herewith (collectively, the "Site Lease"), pursuant to which the County leased certain real property, described in Exhibits A and B thereto (the "Property") to the Corporation and the Corporation leased the Property from the County;

WHEREAS, the Corporation and the County have heretofore entered into that certain Master Lease Agreement, dated as of February 1, 1994, by and between the Corporation and the County, and recorded by memorandum on March 1, 1994, as document number 94-101402, in the Official Records of San Bernardino County, California, as amended by that certain First Amendment to Master Lease Agreement, dated as of June 1, 1995, by and between the Corporation and the County, and recorded on June 27, 1995, as document number 19950219579, in the Official Records of San Bernardino County, California, as supplemented by that certain unrecorded First Supplement to Master Lease Agreement, dated as of June 1, 1995, by and between the Corporation and the County, as supplemented by that certain unrecorded Second Supplement to Master Lease Agreement, dated as of January 1, 1996, by and between the Corporation and the County, as supplemented by that certain unrecorded Third Supplement to Master Lease Agreement, dated as of September 1, 1997, by and between the Corporation and the County, as supplemented by that certain Fourth Supplement to Master Lease Agreement, dated as of October 1, 1998, by and between the Corporation and the County, and recorded on October 22, 1998, as document number 19980449438, in the Official Records of San Bernardino County, California, and as amended by that certain Second Amendment to Master Lease Agreement, dated as of July 1, 2009, by and between the Corporation and the County, and recorded concurrently herewith (collectively, the "Lease Agreement"), pursuant to which the Corporation leased the Site and certain improvements thereon (the "Property") to the County and the County leased the Property from the Corporation;

WHEREAS, the Corporation and the Trustee have heretofore entered into the Assignment Agreement pursuant to which the Corporation assigned to the Trustee its right to receive lease payments made by the County under the Lease Agreement (the "Lease Payments");

WHEREAS, the County, the Corporation and the Trustee have heretofore entered into that certain unrecorded Trust Agreement, dated as of February 1, 1994 (the "Trust Agreement"), pursuant to which, among other things, the Trustee executed and delivered certificates of participation representing direct, undivided fractional interests in the Lease Payments (the "Certificates");

WHEREAS, the County has determined that it is necessary to amend the description of the Site, as set forth in the Site Lease, the Lease Agreement and the Assignment Agreement to release a portion of the real property described therein;

WHEREAS, the County and the Corporation and the Trustee deem it necessary and desirable that the Site Lease be amended to provide for a revised description of the Property to accurately reflect the description intended to be included therein following such release;

WHEREAS, Section 8.3(c) of the Lease Agreement grants to the County the option to release any portion of the Site, provided that the County shall satisfy certain requirements which are conditions precedent to such release;

WHEREAS, the County has satisfied all such requirements;

WHEREAS, Section 10.01 of the Trust Agreement provides that the Lease Agreement and the rights and obligations of the respective parties thereto may be modified or amended at any time by a supplemental agreement, without the consent of any Owners, but only to the extent permitted by law, among other things, to cure, correct or supplement any ambiguous or defective provision contained therein and which shall not, in the opinion of nationally recognized bond counsel, materially adversely affect the interests of the Owners of the Certificates, and in regard to questions arising thereunder as the parties thereto may deem necessary or desirable and which shall not, in the opinion of nationally recognized bond counsel, materially adversely affect the interests of the Owners of the Certificates;

WHEREAS, the County and the Corporation have received an opinion of nationally recognized bond counsel providing such required opinions;

WHEREAS, the Trust Agreement also requires that any amendment to the Lease Agreement requires the prior written content of MBIA Insurance Corporation, as municipal bond insurer of a portion of the Certificates; and

WHEREAS, the County has received written content from MBIA Insurance Corporation to the amendments;

NOW, THEREFORE, in consideration of the above premises and of the mutual covenants hereinafter contained and for other good and valuable consideration, the parties hereto agree as follows:

SECTION 1. Amendment of the Assignment Agreement.

(a) The existing description of the Property contained in Exhibits A and B to the Assignment Agreement is set forth in Exhibit A attached hereto.

(b) The Property is hereby amended by excluding certain of the property described in Parcel I thereof, as shown in Exhibit B attached hereto.

(c) The resulting description of the Property shall be as described in Exhibit C attached hereto.

SECTION 2. Execution in Counterparts. This First Amendment to Master Assignment Agreement may be executed in several counterparts, each of which shall be an original and all of which shall constitute but one and the same instrument.

SECTION 3. Applicable Law. This First Amendment to Master Assignment Agreement shall be governed by and construed in accordance with the laws of the State of California.

IN WITNESS WHEREOF, the Corporation and the Trustee have caused this First Amendment to Master Assignment Agreement to be executed by their respective officers thereunto duly authorized, all as of the day and year first above written.

INLAND EMPIRE PUBLIC FACILITIES
CORPORATION

By _____
Name _____
Title _____

Attest:

Name _____
Secretary

WELLS FARGO BANK, NATIONAL
ASSOCIATION, as Successor Trustee

By _____
Name _____
Title _____

[NOTARY ACKNOWLEDGMENTS TO BE ATTACHED]

EXHIBIT A

EXISTING DESCRIPTION OF THE PROPERTY

The Property consists of the following described land located in the County of San Bernardino, State of California, together with all buildings, facilities and other improvements which are located thereon:

PARCEL A: APN 0254-081-29

THE SOUTH 250.00 FEET OF PARCEL 1 OF PARCEL MAP NO. 9095, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 96, PAGES 86 AND 87, OF PARCEL MAPS, AND THE SOUTH 250.00 FEET OF PARCEL 1 OF PARCEL MAP NO. 12542, AS PER MAP RECORDED IN BOOK 146 PAGE 65 OF PARCEL MAPS, BOTH MAPS RECORDS OF SAID COUNTY.

EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

PARCEL B: APN 0254-081-35

THE NORTH 1/2 OF THE WEST 1/2 OF LOT 183, TOWN OF RIALTO AND ADJOINING SUBDIVISION, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 11 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPTING THEREFROM THAT PORTION OF THE PROPERTY GRANTED TO THE CITY OF COLTON, RECORDED ON MAY 10, 1991 AS INSTRUMENT NO. 91-159948 OFFICIAL RECORDS, MORE PARTICULARLY DESCRIBED AS:

THOSE PORTION OF THE WEST 1/2 (ONE HALF) OF THE FARM LOT 183 OF THE TOWN OF RIALTO AND ADJOINING SUBDIVISIONS, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 11 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS: PARCEL NO. 1 (SAN BERNARDINO AVENUE) THE NORTH 44 FEET OF SAID LAND.

EXCEPTING ANY PORTIONS THEREOF LYING WITHIN SAN BERNARDINO AVENUE, 60 FEET WIDE, AS SHOWN ON SAID MAP.

NOTE: AREAS AND DISTANCES COMPUTED TO STREET CENTERS.

PARCEL NO. 2 A TRIANGULAR SHAPED PARCEL OF SAID LAND BOUNDED AS FOLLOWS: ON THE WEST BY THE EAST LINE OF PEPPER AVENUE, 60 FEET WIDE AS SHOWN ON SAID MAP. ON THE NORTH BY THE SOUTH LINE OF SAID PARCEL 1; AND ON THE SOUTHEAST BY THE CHORD OF A CURVE CONCAVE TO THE SOUTHEAST AND HAVING A RADIUS OF 20.00 FEET, SAID CURVE BEING TANGENT TO THE EAST LINE OF SAID PEPPER AVENUE AND TANGENT TO THE SOUTH LINE OF SAID PARCEL NO. 1.

ALSO EXCEPTING THEREFROM THOSE PORTIONS OF THE PROPERTY GRANTED TO THE COLTON UNIFIED SCHOOL DISTRICT, RECORDED ON FEBRUARY 23, 1995 AS INSTRUMENT NO. 55939 AND SEPTEMBER 26, 1997 AS INSTRUMENT NO. 354478 OFFICIAL RECORDS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

THE NORTH 411.39 FEET OF THE WEST 1/2 OF LOT 183, MAP OF THE TOWN OF RIALTO AND ADJOINING SUBDIVISION, AS PER MAP RECORDED IN BOOK 4, PAGE 11 OF MAPS, RECORDS OF SAID COUNTY.

NOTE: AREA AND DISTANCES ARE COMPUTED TO THE CENTER OF ADJOINING STREETS. ALSO EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

PARCEL C: APN 0254-081-36

THE SOUTHWEST 1/4 OF LOT 183, TOWN OF RIALTO AND ADJOINING SUBDIVISION, IN THE COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4 OF MAPS, PAGE 11 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY. EXCEPTING THEREFROM THOSE PORTIONS OF THE PROPERTY GRANTED TO THE COLTON JOINT UNIFIED SCHOOL DISTRICT, RECORDED ON FEBRUARY 23, 1995 AS INSTRUMENT NO. 95-55939 AND SEPTEMBER 26, 1997 AS INSTRUMENT NO. 97-354478 OFFICIAL RECORDS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

THE NORTH 411.39 FEET OF THE WEST 1/2 OF LOT 183, MAP OF THE TOWN OF RIALTO AN ADJOINING SUBDIVISION, AS PER MAP RECORDED IN BOOK 4, PAGE 11 OF MAPS, RECORDS OF SAID COUNTY.

ALSO EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

PARCEL D: APN 0254-081-04

THE NORTHWEST 1/4 OF LOT 198, MAP OF THE TOWN OF RIALTO AND ADJOINING SUBDIVISIONS, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 11 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

PARCEL E: APN 0254-081-10

THE NORTHEAST 1/4 OF LOT 198, ACCORDING TO MAP OF THE TOWN OF RIALTO AND ADJOINING SUBDIVISIONS, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 11, OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

PARCEL F: APN 0254-081-03

THE SOUTH 1/2 OF LOT 198, TOWN OF RIALTO AND ADJOINING SUBDIVISION, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4 PAGE 11 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY. THE AREA AND DISTANCES OF THE ABOVE DESCRIBED PROPERTY ARE COMPUTED TO THE CENTERS OF THE ADJOINING STREETS SHOWN ON SAID MAP.

EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

PARCEL G: APN 0254-081-18

LOT 199, ACCORDING TO MAP OF THE TOWN OF RIALTO AND ADJOINING SUBDIVISIONS, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 11 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY. EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

PARCEL H: APN 0254-081-21

PARCEL H-1:

THE NORTH 200 FEET OF THE WEST 1/2 OF FARM LOT 214, IN ACCORDANCE WITH THE MAP OF RIALTO AND ADJOINING SUBDIVISIONS, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 11, OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

PARCEL H-2:

THE SOUTH 200 FEET OF THE NORTH 400 FEET OF THE WEST 1/2 OF FARM LOT 214, IN ACCORDANCE WITH THE MAP OF RIALTO AND ADJOINING SUBDIVISIONS, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 11, OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

PARCEL I: APN 0254-081-37

THE WEST 1/2 OF FARM LOT 214, EXCEPTING THE NORTH 400 FEET, IN ACCORDANCE WITH THE MAP OF RIALTO AND ADJOINING SUBDIVISIONS, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 11, OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

TOGETHER WITH THE NORTH 30 FEET OF COLTON AVENUE, AS VACATED BY RESOLUTION OF BOARD OF SUPERVISORS, RECORDED AUGUST 31, 1965 IN BOOK 6464 PAGE 459 OFFICIAL RECORDS.

EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

ALSO EXCEPTING THEREFROM THAT PORTION CONVEYED TO PACIFIC OCEAN DRIVE 3315, LLC BY DEED RECORDED NOVEMBER 30, 2006 AS FILE NO. 2006-0810797 OF OFFICIAL RECORDS.

PARCEL J: APN 0254-081-11

THE EAST 1/2 OF LOT 214, AS PER MAP OF THE TOWN OF RIALTO AND ADJOINING SUBDIVISION, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 11, OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

TOGETHER WITH THE NORTH 30 FEET OF VALLEY BOULEVARD (COLTON AVENUE), AS VACATED BY THE RESOLUTION OF THE BOARD OF SUPERVISORS RECORDED AUGUST 31, 1965 IN BOOK 6464 PAGE 459 OFFICIAL RECORDS.

EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

EXHIBIT B

PORTION OF PARCEL I OF THE PROPERTY TO BE EXCLUDED

ALSO EXCEPTING THEREFROM THAT PORTION DESCRIBED AS FOLLOWS:

THAT PORTION LYING SOUTHWESTERLY OF A LINE THAT IS PARALLEL AND CONCENTRIC WITH, AND 55.00 FEET NORTHEASTERLY OF THE CENTERLINE OF VALLEY BOULEVARD REALIGNMENT AS DESCRIBED IN EXHIBIT "B" OF DEED TO THE COUNTY OF SAN BERNARDINO RECORDED OCTOBER 22, 1997 AS DOCUMENT NO. 19970386485, OFFICIAL RECORDS OF SAN BERNARDINO COUNTY, SAID CENTERLINE DESCRIBED IN SAID DEED AS FOLLOWS:

(RESTATED AS RECORDED)

COMMENCING AT A POINT IN THE CENTERLINE OF VALLEY BOULEVARD, SAID POINT BEING THE TERMINUS OF A 7000.00 FOOT RADIUS CURVE, CONCAVE TO THE SOUTHWEST, AS SHOWN ON CALIFORNIA STATE HIGHWAY MAP APPROVED JULY 19, 1937, AND BEING ON FILE IN THE OFFICE OF THE COUNTY SURVEYOR OF THE COUNTY OF SAN BERNARDINO, DESIGNATED AS COUNTY SURVEYOR PLAT NO. 3157, A RADIAL LINE THROUGH SAID POINT BEARS NORTH 12°34'40" EAST; THENCE NORTHWESTERLY ALONG THE CENTERLINE OF VALLEY BOULEVARD, SAID CENTERLINE BEING A CURVE CONCAVE SOUTHWESTERLY AND HAVING A RADIUS OF 6655.27 FEET, THROUGH A CENTRAL ANGLE OF 00°26'10", AN ARC DISTANCE OF 50.66 FEET (50.36 FEET PER BOOK 6747, PAGE 325) TO AN INTERSECTION WITH THE CENTERLINE OF PEPPER AVE. (60.00 FEET WIDE) AS SHOWN ON MAP OF THE TOWN OF RIALTO AND ADJOINING SUBDIVISIONS AS PER MAP RECORDED IN BOOK 4 OF MAPS, PAGE 11, RECORDS OF SAID COUNTY; THENCE CONTINUING ALONG SAID CENTERLINE CURVE THROUGH A CENTRAL ANGLE OF 7°38'36", AN ARC DISTANCE OF 887.82 FEET TO THE TRUE POINT OF BEGINNING, SAID POINT BEING A POINT OF CUSP AND THE BEGINNING OF A CURVE CONCAVE NORTHWESTERLY AND HAVING A RADIUS OF 850.00 FEET, A RADIAL LINE THROUGH SAID POINT BEARS SOUTH 4°29'54" WEST; THENCE NORTHEASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 28°06'49", AN ARC DISTANCE OF 417.07 FEET TO THE POINT OF A REVERSE CURVE CONCAVE SOUTHERLY AND HAVING A RADIUS OF 850.00 FEET; THENCE NORTHEASTERLY, EASTERLY, AND SOUTHEASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 67°53'19", AN ARC DISTANCE OF 1007.15 FEET TO THE POINT OF A REVERSE CURVE CONCAVE NORTHEASTERLY AND HAVING A RADIUS OF 850.00 FEET; THENCE SOUTHEASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 31°41'44", AN ARC DISTANCE OF 470.21 TO THE POINT OF TERMINUS, SAID POINT BEING A POINT OF TANGENCY WITH SAID CENTERLINE OF VALLEY BOULEVARD, SAID POINT BEARS SOUTH 77°25'20" EAST, A DISTANCE OF 842.22 FEET, AS MEASURED ALONG SAID CENTERLINE OF VALLEY BOULEVARD, FROM THE POINT OF COMMENCEMENT.

(END OF CENTERLINE OF VALLEY BOULEVARD REALIGNMENT PER DOCUMENT NO.19970386485, O.R.)

THE ABOVE DESCRIBED PARALLEL LINE SHALL BE SHORTENED OR PROLONGED SO AS TO BEGIN IN THE CENTERLINE OF SAID PEPPER AVENUE AS SHOWN PER SAID MAP OF TOWN OF RIALTO AND ADJOINING SUBDIVISION, AND TERMINATE IN THE CENTERLINE OF SAID COLTON AVENUE (VACATED).

ALSO EXCEPTING THEREFROM THAT PORTION OF SAID LOT 214 LYING SOUTHWESTERLY OF THE FOLLOWING DESCRIBED LINE:

COMMENCING AT THE SOUTHWEST CORNER OF SAID LOT 214, SAID CORNER BEING THE INTERSECTION OF THE CENTERLINE OF PEPPER AVENUE AND THE CENTERLINE OF COLTON AVENUE (VACATED) AS SHOWN PER SAID MAP OF TOWN OF RIALTO AND ADJOINING SUBDIVISION;

THENCE NORTH $00^{\circ}23'32''$ WEST ALONG SAID CENTERLINE OF PEPPER AVENUE A DISTANCE OF 168.82 FEET TO A POINT IN SAID LINE THAT IS CONCENTRIC WITH AND 55.00 FEET NORTHEASTERLY OF SAID CENTERLINE OF VALLEY BOULEVARD REALIGNMENT (DOCUMENT NO. 19970386485, OFFICIAL RECORDS, RESTATED HEREINABOVE), SAID POINT BEING THE BEGINNING OF A NON-TANGENT CURVE CONCAVE SOUTHWESTERLY AND HAVING A RADIUS OF 905.00 FEET, A RADIAL LINE THROUGH SAID POINT BEARS NORTH $8^{\circ}07'23''$ EAST;

THENCE SOUTHEASTERLY ALONG SAID CURVE AND CONCENTRIC LINE THROUGH A CENTRAL ANGLE OF $1^{\circ}55'32''$, A DISTANCE OF 30.42 FEET TO THE EAST LINE OF SAID PEPPER AVENUE THAT IS PARALLEL WITH AND 30.00 FEET EASTERLY, MEASURED AT RIGHT ANGLES, FROM THE CENTERLINE OF SAID PEPPER AVENUE, THENCE CONTINUING ALONG SAID CURVE AND CONCENTRIC LINE THROUGH A CENTRAL ANGLE OF $1^{\circ}12'36''$, A DISTANCE OF 19.11 FEET TO THE POINT OF BEGINNING;

THENCE NORTH $36^{\circ}23'15''$ WEST, A DISTANCE OF 31.92 FEET TO THE EASTERLY RIGHT-OF-WAY OF PEPPER AVE, 30.00 FEET HALF WIDTH, AND THE POINT OF TERMINUS.

EXHIBIT C

DESCRIPTION OF THE RESULTING PROPERTY

The Property consists of the following described land located in the County of San Bernardino, State of California, together with all buildings, facilities and other improvements which are located thereon:

PARCEL A: APN 0254-081-29

THE SOUTH 250.00 FEET OF PARCEL 1 OF PARCEL MAP NO. 9095, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 96, PAGES 86 AND 87, OF PARCEL MAPS, AND THE SOUTH 250.00 FEET OF PARCEL 1 OF PARCEL MAP NO. 12542, AS PER MAP RECORDED IN BOOK 146 PAGE 65 OF PARCEL MAPS, BOTH MAPS RECORDS OF SAID COUNTY.

EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

PARCEL B: APN 0254-081-35

THE NORTH 1/2 OF THE WEST 1/2 OF LOT 183, TOWN OF RIALTO AND ADJOINING SUBDIVISION, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 11 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPTING THEREFROM THAT PORTION OF THE PROPERTY GRANTED TO THE CITY OF COLTON, RECORDED ON MAY 10, 1991 AS INSTRUMENT NO. 91-159948 OFFICIAL RECORDS, MORE PARTICULARLY DESCRIBED AS:

THOSE PORTION OF THE WEST 1/2 (ONE HALF) OF THE FARM LOT 183 OF THE TOWN OF RIALTO AND ADJOINING SUBDIVISIONS, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 11 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, DESCRIBED AS FOLLOWS: PARCEL NO. 1 (SAN BERNARDINO AVENUE) THE NORTH 44 FEET OF SAID LAND.

EXCEPTING ANY PORTIONS THEREOF LYING WITHIN SAN BERNARDINO AVENUE, 60 FEET WIDE, AS SHOWN ON SAID MAP.

NOTE: AREAS AND DISTANCES COMPUTED TO STREET CENTERS.

PARCEL NO. 2 A TRIANGULAR SHAPED PARCEL OF SAID LAND BOUNDED AS FOLLOWS: ON THE WEST BY THE EAST LINE OF PEPPER AVENUE, 60 FEET WIDE AS SHOWN ON SAID MAP. ON THE NORTH BY THE SOUTH LINE OF SAID PARCEL 1; AND ON THE SOUTHEAST BY THE CHORD OF A CURVE CONCAVE TO THE SOUTHEAST AND HAVING A RADIUS OF 20.00 FEET, SAID CURVE BEING TANGENT TO THE EAST LINE OF SAID PEPPER AVENUE AND TANGENT TO THE SOUTH LINE OF SAID PARCEL NO. 1.

ALSO EXCEPTING THEREFROM THOSE PORTIONS OF THE PROPERTY GRANTED TO THE COLTON UNIFIED SCHOOL DISTRICT, RECORDED ON FEBRUARY 23, 1995 AS INSTRUMENT NO. 55939 AND SEPTEMBER 26, 1997 AS INSTRUMENT NO. 354478 OFFICIAL RECORDS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

THE NORTH 411.39 FEET OF THE WEST 1/2 OF LOT 183, MAP OF THE TOWN OF RIALTO AND ADJOINING SUBDIVISION, AS PER MAP RECORDED IN BOOK 4, PAGE 11 OF MAPS, RECORDS OF SAID COUNTY.

NOTE: AREA AND DISTANCES ARE COMPUTED TO THE CENTER OF ADJOINING STREETS. ALSO EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

PARCEL C: APN 0254-081-36

THE SOUTHWEST 1/4 OF LOT 183, TOWN OF RIALTO AND ADJOINING SUBDIVISION, IN THE COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4 OF MAPS, PAGE 11 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY. EXCEPTING THEREFROM THOSE PORTIONS OF THE PROPERTY GRANTED TO THE COLTON JOINT UNIFIED SCHOOL DISTRICT, RECORDED ON FEBRUARY 23, 1995 AS INSTRUMENT NO. 95-55939 AND SEPTEMBER 26, 1997 AS INSTRUMENT NO. 97-354478 OFFICIAL RECORDS, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

THE NORTH 411.39 FEET OF THE WEST 1/2 OF LOT 183, MAP OF THE TOWN OF RIALTO AND ADJOINING SUBDIVISION, AS PER MAP RECORDED IN BOOK 4, PAGE 11 OF MAPS, RECORDS OF SAID COUNTY.

ALSO EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

PARCEL D: APN 0254-081-04

THE NORTHWEST 1/4 OF LOT 198, MAP OF THE TOWN OF RIALTO AND ADJOINING SUBDIVISIONS, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 11 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

PARCEL E: APN 0254-081-10

THE NORTHEAST 1/4 OF LOT 198, ACCORDING TO MAP OF THE TOWN OF RIALTO AND ADJOINING SUBDIVISIONS, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 11, OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

PARCEL F: APN 0254-081-03

THE SOUTH 1/2 OF LOT 198, TOWN OF RIALTO AND ADJOINING SUBDIVISION, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4 PAGE 11 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY. THE AREA AND DISTANCES OF THE ABOVE DESCRIBED PROPERTY ARE COMPUTED TO THE CENTERS OF THE ADJOINING STREETS SHOWN ON SAID MAP.

EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

PARCEL G: APN 0254-081-18

LOT 199, ACCORDING TO MAP OF THE TOWN OF RIALTO AND ADJOINING SUBDIVISIONS, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 11 OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY. EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

PARCEL H: APN 0254-081-21

PARCEL H-1:

THE NORTH 200 FEET OF THE WEST 1/2 OF FARM LOT 214, IN ACCORDANCE WITH THE MAP OF RIALTO AND ADJOINING SUBDIVISIONS, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 11, OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

PARCEL H-2:

THE SOUTH 200 FEET OF THE NORTH 400 FEET OF THE WEST 1/2 OF FARM LOT 214, IN ACCORDANCE WITH THE MAP OF RIALTO AND ADJOINING SUBDIVISIONS, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 11, OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

PARCEL I: APN 0254-081-37

THE WEST 1/2 OF FARM LOT 214, EXCEPTING THE NORTH 400 FEET, IN ACCORDANCE WITH THE MAP OF RIALTO AND ADJOINING SUBDIVISIONS, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 11, OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

TOGETHER WITH THE NORTH 30 FEET OF COLTON AVENUE, AS VACATED BY RESOLUTION OF BOARD OF SUPERVISORS, RECORDED AUGUST 31, 1965 IN BOOK 6464 PAGE 459 OFFICIAL RECORDS.

EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.

ALSO EXCEPTING THEREFROM THAT PORTION CONVEYED TO PACIFIC OCEAN DRIVE 3315, LLC BY DEED RECORDED NOVEMBER 30, 2006 AS FILE NO. 2006-0810797 OF OFFICIAL RECORDS.

ALSO EXCEPTING THEREFROM THAT PORTION DESCRIBED AS FOLLOWS:

THAT PORTION LYING SOUTHWESTERLY OF A LINE THAT IS PARALLEL AND CONCENTRIC WITH, AND 55.00 FEET NORTHEASTERLY OF THE CENTERLINE OF VALLEY BOULEVARD REALIGNMENT AS DESCRIBED IN EXHIBIT "B" OF DEED TO THE COUNTY OF SAN BERNARDINO RECORDED OCTOBER 22, 1997 AS DOCUMENT NO. 19970386485, OFFICIAL RECORDS OF SAN BERNARDINO COUNTY, SAID CENTERLINE DESCRIBED IN SAID DEED AS FOLLOWS:

(RESTATED AS RECORDED)

COMMENCING AT A POINT IN THE CENTERLINE OF VALLEY BOULEVARD, SAID POINT BEING THE TERMINUS OF A 7000.00 FOOT RADIUS CURVE, CONCAVE TO THE SOUTHWEST , AS SHOWN ON CALIFORNIA STATE HIGHWAY MAP APPROVED JULY 19, 1937, AND BEING ON FILE IN THE OFFICE OF THE COUNTY SURVEYOR OF THE COUNTY OF SAN BERNARDINO, DESIGNATED AS COUNTY SURVEYOR PLAT NO. 3157, A RADIAL LINE THROUGH SAID POINT BEARS NORTH 12°34'40" EAST; THENCE NORTHWESTERLY ALONG THE CENTERLINE OF VALLEY BOULEVARD, SAID CENTERLINE BEING A CURVE CONCAVE SOUTHWESTERLY AND HAVING A RADIUS OF 6655.27 FEET, THROUGH A CENTRAL ANGLE OF 00°26'10", AN ARC

DISTANCE OF 50.66 FEET (50.36 FEET PER BOOK 6747, PAGE 325) TO AN INTERSECTION WITH THE CENTERLINE OF PEPPER AVE. (60.00 FEET WIDE) AS SHOWN ON MAP OF THE TOWN OF RIALTO AND ADJOINING SUBDIVISIONS AS PER MAP RECORDED IN BOOK 4 OF MAPS, PAGE 11, RECORDS OF SAID COUNTY; THENCE CONTINUING ALONG SAID CENTERLINE CURVE THROUGH A CENTRAL ANGLE OF 7°38'36", AN ARC DISTANCE OF 887.82 FEET TO THE TRUE POINT OF BEGINNING, SAID POINT BEING A POINT OF CUSP AND THE BEGINNING OF A CURVE CONCAVE NORTHWESTERLY AND HAVING A RADIUS OF 850.00 FEET, A RADIAL LINE THROUGH SAID POINT BEARS SOUTH 4°29'54" WEST; THENCE NORTHEASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 28°06'49", AN ARC DISTANCE OF 417.07 FEET TO THE POINT OF A REVERSE CURVE CONCAVE SOUTHERLY AND HAVING A RADIUS OF 850.00 FEET; THENCE NORTHEASTERLY, EASTERLY, AND SOUTHEASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 67°53'19", AN ARC DISTANCE OF 1007.15 FEET TO THE POINT OF A REVERSE CURVE CONCAVE NORTHEASTERLY AND HAVING A RADIUS OF 850.00 FEET; THENCE SOUTHEASTERLY ALONG SAID CURVE THROUGH A CENTRAL ANGLE OF 31°41'44", AN ARC DISTANCE OF 470.21 TO THE POINT OF TERMINUS, SAID POINT BEING A POINT OF TANGENCY WITH SAID CENTERLINE OF VALLEY BOULEVARD, SAID POINT BEARS SOUTH 77°25'20" EAST, A DISTANCE OF 842.22 FEET, AS MEASURED ALONG SAID CENTERLINE OF VALLEY BOULEVARD, FROM THE POINT OF COMMENCEMENT.

(END OF CENTERLINE OF VALLEY BOULEVARD REALIGNMENT PER DOCUMENT NO.19970386485, O.R.)

THE ABOVE DESCRIBED PARALLEL LINE SHALL BE SHORTENED OR PROLONGED SO AS TO BEGIN IN THE CENTERLINE OF SAID PEPPER AVENUE AS SHOWN PER SAID MAP OF TOWN OF RIALTO AND ADJOINING SUBDIVISION, AND TERMINATE IN THE CENTERLINE OF SAID COLTON AVENUE (VACATED).

ALSO EXCEPTING THEREFROM THAT PORTION OF SAID LOT 214 LYING SOUTHWESTERLY OF THE FOLLOWING DESCRIBED LINE:

COMMENCING AT THE SOUTHWEST CORNER OF SAID LOT 214, SAID CORNER BEING THE INTERSECTION OF THE CENTERLINE OF PEPPER AVENUE AND THE CENTERLINE OF COLTON AVENUE (VACATED) AS SHOWN PER SAID MAP OF TOWN OF RIALTO AND ADJOINING SUBDIVISION;

THENCE NORTH 00°23'32" WEST ALONG SAID CENTERLINE OF PEPPER AVENUE A DISTANCE OF 168.82 FEET TO A POINT IN SAID LINE THAT IS CONCENTRIC WITH AND 55.00 FEET NORTHEASTERLY OF SAID CENTERLINE OF VALLEY BOULEVARD REALIGNMENT (DOCUMENT NO. 19970386485, OFFICIAL RECORDS, RESTATED HEREINABOVE), SAID POINT BEING THE BEGINNING OF A NON-TANGENT CURVE CONCAVE SOUTHWESTERLY AND HAVING A RADIUS OF 905.00 FEET, A RADIAL LINE THROUGH SAID POINT BEARS NORTH 8°07'23" EAST;

THENCE SOUTHEASTERLY ALONG SAID CURVE AND CONCENTRIC LINE THROUGH A CENTRAL ANGLE OF 1°55'32", A DISTANCE OF 30.42 FEET TO THE EAST LINE OF SAID PEPPER AVENUE THAT IS PARALLEL WITH AND 30.00 FEET EASTERLY, MEASURED AT RIGHT ANGLES, FROM THE CENTERLINE OF SAID PEPPER AVENUE, THENCE CONTINUING ALONG SAID CURVE AND CONCENTRIC LINE THROUGH A CENTRAL ANGLE OF 1°12'36", A DISTANCE OF 19.11 FEET TO THE POINT OF BEGINNING;

THENCE NORTH 36°23'15" WEST, A DISTANCE OF 31.92 FEET TO THE EASTERLY RIGHT-OF-WAY OF PEPPER AVE, 30.00 FEET HALF WIDTH, AND THE POINT OF TERMINUS.

PARCEL J: APN 0254-081-11

THE EAST 1/2 OF LOT 214, AS PER MAP OF THE TOWN OF RIALTO AND ADJOINING SUBDIVISION, IN THE CITY OF COLTON, COUNTY OF SAN BERNARDINO, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 4, PAGE 11, OF MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

TOGETHER WITH THE NORTH 30 FEET OF VALLEY BOULEVARD (COLTON AVENUE), AS VACATED BY THE RESOLUTION OF THE BOARD OF SUPERVISORS RECORDED AUGUST 31, 1965 IN BOOK 6464 PAGE 459 OFFICIAL RECORDS.

EXCEPTING THEREFROM THAT PORTION CONVEYED TO THE CITY OF COLTON BY DEED RECORDED OCTOBER 20, 1997 AS INSTRUMENT NO. 97-383441 OFFICIAL RECORDS.