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RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:
MAIL TAX STATEMENTS TO:

Norman Nouskajian, Esq.
12625 High Bluff Drive
Suite 201
San Diego, CA 92130

(ABOVE SPACE FOR RECORDER'S USE ONLY)

MEMORANDUM OF THIRD AMENDMENT TO GROUND LEASES

This Memorandum of Third Amendment to Ground Leases is executed to be effective as of January 1, 2012, by and between Charleen C. Covina, Trustee of the Charleen C. Covina Family Trust, U.D.T. dated September 11, 1998, Charlene J. Safley, Trustee of The Charlene J. Safley Revocable Living Trust, utd 11/25/97, Edna R. Becker, Trustee of The Edna R. Becker Revocable Living Trust, utd 2/17/98, Eugene G. Duc, Glen Roy Duc, Trustee or any Successor Trustee(s) in Trust, for The Glen Roy Duc Revocable Living Trust utd 3-20-03, and Eugene G. Duc, Jr. (collectively "Landlord"), and HARBOUR VISTA, LLC, a California limited liability company ("Tenant"), with respect to the real property located in the County of Orange, City of Huntington Beach, California commonly known as 16512 Blackbeard Lane, 16542 Blackbeard Lane, 4852 Cabana Circle, 4791 Lago Drive, 4831 Lago Drive, 4861 Lago Drive, with associated common areas, and 16521 Grunion Lane, 16551 Grunion Lane, and 16581 Grunion Lane, with associated common areas (collectively "the Land"), and more specially described as follows:

Parcel 1: LOTS 1 AND A OF TRACT NO. 10736, IN THE CITY OF HUNTINGTON BEACH, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 484, PAGES 29 AND 30 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPTING THEREFROM ALL OIL, GAS AND OTHER HYDROCARBON SUBSTANCES AS RESERVED IN INSTRUMENT OF RECORD.

Parcel 2: LOTS 1, A, B, AND C OF TRACT NO. 10658, IN THE CITY OF HUNTINGTON BEACH, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP RECORDED IN BOOK 466, PAGES 37 AND 38 OF MISCELLANEOUS MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPTING THEREFROM ALL OIL, GAS AND OTHER HYDROCARBON SUBSTANCES AS RESERVED IN INSTRUMENTS OF RECORD.

101512

937-71-001 through 120, inclusive, and 938-87-001 through 060, inclusive

126793780-249

1. The parties hereto hereby agree to amend the two Ground Leases dated August 1, 1979, (the "Leases") for the Land as described above and as more particularly described in the Leases. Notice of the Leases was given in two memoranda that were recorded on October 24, 1979, in Book 13366, pages 1079 et seq. and 1033 et seq. in the Official Records of Orange County, California, and (2) the Second Amendment of Lease, a memorandum of which was recorded on December 4, 1980 in Book 13860, pages 739 et seq. in the Official Records of Orange County, California. An option to extend the Leases was exercised as evidenced by the two Notices of Extension of Ground Lease dated March 20, 1995 (and recorded in the Official Records of Orange County, California on March 25, 1995 as Document #95-0116929 and Document #95-0116930) in which the expiration dates of the Leases were extended to August 31, 2041.

2. Pursuant to the Third Amendment to Ground Leases, the remaining term of the Leases as amended is for a period of approximately 45 (forty-five) years and 8 (eight) months, ending on August 31, 2056, subject, however, to earlier termination as provided in the Leases as amended which is incorporated herein.

3. If there is any inconsistency between the terms of this instrument and the Leases incorporated herein, the terms of said incorporated Leases, as amended, shall prevail.

4. This Memorandum of Third Amendment to Ground Leases may be executed in two or more counterparts, each of which when so executed and delivered will be an original, but all of which together will constitute one and the same instrument.

Each of the parties hereto has caused this Third Amendment to Ground Leases to be executed effective as of the date first written above.

HARBOUR VISTA, LLC,
a California limited liability company

By: William P. Dickey
William P. Dickey, Manager

Edna R. Becker
Edna R. Becker, Trustee of The Edna R. Becker
Revocable Living Trust, utd 2/17/98

[SIGNATURES CONTINUE ON NEXT PAGE]

Charleen C. Covina Trustee

Charleen C. Covina, Trustee of the Charleen C.
Covina Family Trust, U.D.T. dated September 11, 1998

Eugene G. Duc
Eugene G. Duc

Eugene G. Duc, Jr.
Eugene G. Duc, Jr.

Glen Roy Duc Trustee
Glen Roy Duc, Trustee or any Successor Trustee(s)
in Trust, for The Glen Roy Duc Revocable Living
Trust utd 3-20-03

Charleen Safley Trustee
Charleen Safley, Trustee of The J. Safley
Revocable Living Trust, utd 1/25/97

STATE OF NEW YORK)
COUNTY OF NY) ss.

On 16 Oct 2012 before me, Maianne Dimino, Notary Public, personally appeared William & Debra who 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.

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.

Signature Maianne Dimino
(Seal)

Maianne Dimino
Notary Public - State of New York
No. 01D14849869
Qualified in Queens County
My Comm. Expires January 6, 2010

STATE OF CALIFORNIA)
COUNTY OF Orange) ss.

On Nov. 20, 2012 before me, Jean M. Propoggia, Notary Public, personally appeared Charleen E. Covina who 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.

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.

Signature Jean M. Propoggia
(Seal)



STATE OF CALIFORNIA

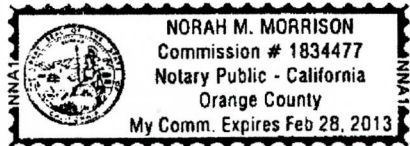
COUNTY OF Orange)
) ss.

On 12-3-12 before me, Norah M. Morrison, Notary Public, personally appeared Edna R. Beecher who 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.

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.

Signature Norah M. Morrison
(Seal)



STATE OF CALIFORNIA

COUNTY OF Orange)
) ss.

On 12-5-12 before me, Norah M. Morrison, Notary Public, personally appeared Chula Safety who 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.

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.

Signature Norah M. Morrison
(Seal)



STATE OF CALIFORNIA

COUNTY OF Orange) ss.

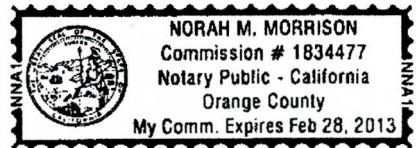
On 12-27-12 before me, Norah M. Morrison, Notary Public, personally appeared Eugene G Duc Jr who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized 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.

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.

Signature Norah M. Morrison

(Seal)



STATE OF CALIFORNIA

COUNTY OF Orange) ss.

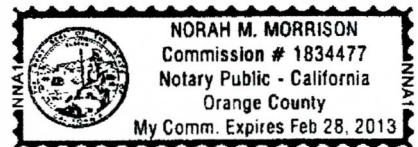
On 12-27-12 before me, Norah M. Morrison, Notary Public, personally appeared Glen Roy Duc who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized 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.

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.

Signature Norah M. Morrison

(Seal)



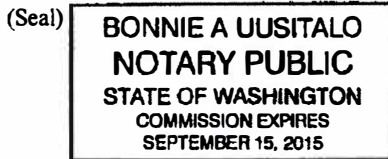
STATE OF WASHINGTON)
) ss.
COUNTY OF Clark)

On 11-16-2012 before me, Bonnie A. Uusitalo, Notary Public, personally appeared Stephane G. Duc who 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.

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.

Signature Bonnie A. Uusitalo



STATE OF WASHINGTON)
) ss.
COUNTY OF _____)

On _____ before me, _____, Notary Public, personally appeared _____ who 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.

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.

Signature _____

(Seal)