CITY OF LOS ALAMITOS

3191 Katella Avenue
Los Alamitos, CA 90720

AGENDA
SUBDIVISION COMMITTEE
SPECIAL MEETING

Wednesday, May 25, 2016 – 7:30 PM

NOTICE TO THE PUBLIC

This Agenda contains a brief general description of each item to be considered. Except as provided by law, action or discussion shall not be taken on any item not appearing on the agenda. Supporting documents, including staff reports, are available for review at City Hall in the Community Development Department or on the City's website at www.cityoflosalamitos.org once the agenda has been publicly posted.

Each matter on the agenda, no matter how described, shall be deemed to include any appropriate motion, whether to adopt a minute motion, resolution, payment of any bill, approval of any matter or action, or any other action. Items listed as "for information" or "for discussion" may also be the subject of an "action" taken by the City Council at the same meeting.

Any written materials relating to an item on this agenda submitted to the Subdivision Committee after distribution of the agenda packet are available for public inspection in the Community Development Department, 3191 Katella Ave., Los Alamitos CA 90720, during normal business hours. In addition, such writings or documents will be made available for public review at the respective public meeting.

It is the intention of the City of Los Alamitos to comply with the Americans with Disabilities Act (ADA) in all respects. If, as an attendee, or a participant at this meeting, you will need special assistance beyond what is normally provided, please contact the Community Development Department at (562) 431-3538, extension 303, 48 hours prior to the meeting so that reasonable arrangements may be made. Assisted listening devices may be obtained from the Planning Secretary at the meeting for individuals with hearing impairments.

Persons wishing to address the Subdivision Committee on any item on the Subdivision Committee Agenda shall sign in on the Oral Communications Sign In sheet which is located on the podium once the item is called by the Chairperson. At this point, you may address the Subdivision Committee for up to *FIVE MINUTES* on that particular item.

1. CALL TO ORDER

2. ROLL CALL

Committee Chair Cuilty
Committee Vice Chair Andrade
Committee Member DeBolt
Committee Member Grose
Committee Member Loe
Committee Member Riley
Committee Member Sofelkanik

3. AGENDA REPORT / SPECIAL ORDERS OF THE DAY

A. Potential Violation of the Subdivision Map Act – 4411 Katella Avenue – Arrowhead Property

This is a hearing of the Subdivision Committee to review and consider if the 28-acre Arrowhead Property was divided in violation of the Subdivision Map Act.

Recommendation:

1. Open the Hearing, take testimony from the Property Owner, evaluate evidence and determine if there is a violation of the Subdivision Map Act; and, if so,

2. Direct Staff to record a Notice of Violation with the County Recorder; or,

3. Should no violation exist, the City shall mail a clearance letter to the Owner.

4. ADJOURNMENT

APPEAL PROCEDURES

The City Council is designated as an appeal board as that term is used in the Subdivision Map Act and shall hear appeals from actions of the Subdivision Committee with respect to tentative tract maps, tentative parcel maps, and lot line adjustments. (Ord. 580 § 2 Exh. A, 1994)

I hereby certify under penalty of perjury under the laws of the State of California, that the foregoing Agenda was posted at the following locations: Los Alamitos City Hall, 3191 Katella Ave.; Los Alamitos Community Center, 10911 Oak Street; and, Los Alamitos Museum, 11062 Los Alamitos Blvd.; not less than 72 hours prior to the meeting.

Tom Oliver
Associate Planner

5/18/16
Date

City of Los Alamitos
Subdivision Committee

Agenda Report	May 25, 2016
Special Orders of the Day	Item No: 3A

To: Chair Cuilty and Members of the Subdivision Committee

From: Steven A. Mendoza, Development Services Director

Subject: Potential Violation of the Subdivision Map Act - 4411 Katella Avenue - Arrowhead Property

Summary: This is a hearing of the Subdivision Committee to review and consider if the 28-acre Arrowhead Property was divided in violation of the Subdivision Map Act.

Recommendation:

1. Open the Hearing, taking testimony from the Property Owner, evaluate evidence and determine if there is a violation of the Subdivision Map Act; and if so,
2. Direct Staff to record a Notice of Violation with the County Recorder; or,
3. Should no violation exist, the City shall mail a clearance letter to Owner.

Background

The City of Los Alamitos has received information that the 28-acre Arrowhead Property may be in violation of the Subdivision Map Act. The alleged violations are set forth in the information received from the City which is attached. There appear to be two violations that are alleged:

1. The property was never legally divided because the map is from 1891; and,
2. The land and improvements have been illegally divided by separate leases.

What is The Subdivision Map Act

The Subdivision Map Act (SMA) requires a land subdivider to obtain subdivision approval from the local government entity, typically a city or county. Anyone who offers to sell or lease any part of a "subdivision," as defined, without complying with the SMA, is subject to civil or criminal sanctions. With certain exceptions, the SMA requires a subdivider to: (1) design the subdivision in conformity with the local general or specific plans; (2) construct public purpose improvements such as streets and sewers; and (3) donate land or money for public uses such as parks and schools. The primary purpose

of the SMA is to facilitate orderly community development and to protect the public from fraud and exploitation.

The SMA relates generally to the regulation and control of the design and improvements of "subdivisions" and vests power and responsibility for enforcement in the legislative bodies of local agencies. Under the SMA's enabling provision, each local agency must regulate and control the initial design and improvement of "common interest developments" as defined in Section 1351(c) of the California Civil Code. Furthermore, a local government agency can impose its own conditions on a subdivision in cases where the SMA is silent but a local government agency cannot override an express SMA provision or act contrary to the SMA.

Subdivision Committee

The Los Alamitos Planning Commission is responsible for acting as the Subdivision Committee. Chapter 16.02.060 of the Municipal Code is as follows:

A. *There is established a subdivision committee, hereinafter referred to as "committee." For purposes of this code, the planning commission shall constitute the subdivision committee and serve as the same.*

B. *The Los Alamitos subdivision committee is designated as an advisory agency as that term is used in the Subdivision Map Act, and shall have the authority to review and approve, conditionally approve or disapprove tentative tract maps, tentative parcel maps and lot line adjustments.*

C. *The subdivision committee shall review and make recommendations to the city council on petitions for reversions to acreage.*

D. *The subdivision committee shall perform such other duties as may be specified by the city council. (Ord. 580 § 2 Exh. A, 1994)*

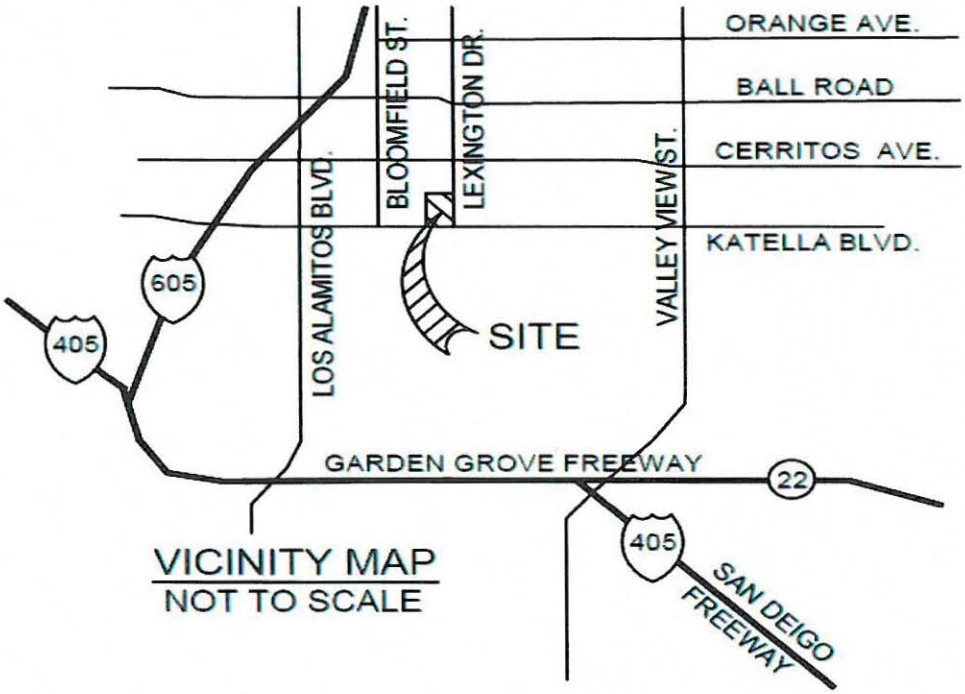
Discussion

On March 9, 2016, the Development Services Director was presented with a packet of information from Mr. Art DeBolt stating that Arrowhead Property may have been divided in violation of the Subdivision Map Act and/or City Code (Attachment 1). In accordance with Section 66499.36 of the Subdivision Map Act, when a city knows a property has been divided in violation of the Map Act, it must follow certain procedures, including notice to the property owner and the holding of a hearing.

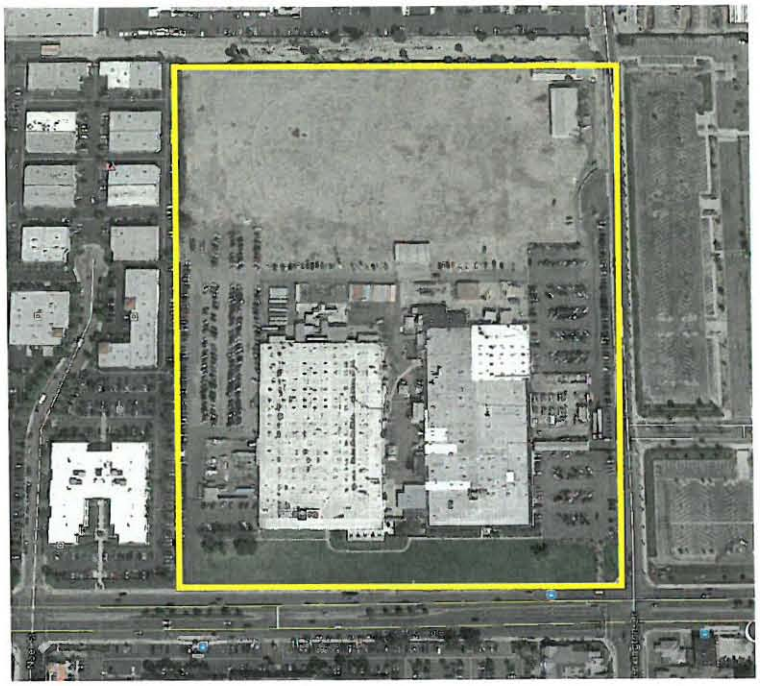
> *Government Code 66499.36. - Whenever a local agency has knowledge that real property has been divided in violation of the provisions of this division or of local ordinances enacted pursuant to this division, it shall cause to be mailed by certified mail to the then current owner of record of the property a notice of intention to record a notice of violation, describing the real property in detail, naming the owners thereof, and stating that an opportunity will be given to the owner to present evidence. The notice shall specify a time, date, and place for a meeting at which the owner may present evidence to the legislative body or*

advisory agency why the notice should not be recorded. The notice shall also contain a description of the violations and an explanation as to why the subject parcel is not lawful under subdivision (a) or (b) of Section 66412.6.

The meeting shall take place no sooner than 30 days and no later than 60 days from date of mailing. If, within 15 days of receipt of the notice, the owner of the real property fails to inform the local agency of his or her objection to recording the notice of violation, the legislative body or advisory agency shall record the notice of violation with the county recorder. If, after the owner has presented evidence, it is determined that there has been no violation, the local agency shall mail a clearance letter to the then current owner of record. If, however, after the owner has presented evidence, the legislative body or advisory agency determines that the property has in fact been illegally divided, the legislative body or advisory agency shall record the notice of violation with the county recorder. The notice of violation, when recorded, shall be deemed to be constructive notice of the violation to all successors in interest in such property. The county recorder shall index the names of the fee owners in the general index.



VICINITY MAP
NOT TO SCALE



On March 23, 2016 the City mailed and hand delivered a "Notice of Intention to Record a Notice of Violation" (Attachment No. 2) to Mr. James Benenson, of JCB Tinicum Corporation, Owner of the subject property commonly referred to the 28-acre as the Arrowhead Property. Notice was mailed a second time on April 18, 2016 via certified mail to JCB, Inc. Tinicum Corporation of Los Alamitos, Katella Avenue Corporation of Brecksville, Ohio, Katella Avenue Corporation c/o CSC Lawyers Incorporating Service of Sacramento, CA, First American Title Insurance Company National Commercial Services of Los Angeles, and Ms. Susan Hori, of Costa Mesa. Mr. DeBolt introduced two concerns as outlined in his letter dated March 9, 2016.

Concern 1:

In the application cover letter, Shea Properties *(Enclosed)* as the authorized agent for the owner JCB Inc. notes two parcels to be the subject of the proposed lot line adjustment. Shea further identifies those as "Parcels 1 and 2" as being, "shown in Book 14 page 31 of the Deeds of Orange County CA." Further in the application on Attachment 'A' *(Enclosed)* the recording date for the "creation" of those parcels is Feb. 2, 1891.

The legal description in the 1891 deed describes, *"the East half of Lot 7 of the Travis Tract, consisting of approximately 15 acres..."* This would appear to comport with Parcel 1 in the application. Therefore one could conclude Parcel 2 is, "the West half of Lot 7 of the "Travis Tract", also with approximately 15 acres. The 1891 date is important because on Feb.6, 2003 the CA Supreme Court affirmed a CA Appeals Court Decision.*(Gardner v. County of Sonoma, Oct.11, 2001)(Enclosed)* which decided ,*"...such early subdivision maps-if drawn and recorded before 1893-do not create legal parcels within the meaning of California's Subdivision Map Act."*(SMA) Since Parcels 1 and 2 referenced in the "Arrowhead Property" application were created prior to 1893, it would appear they are not legal parcels within the meaning of the SMA. Accordingly, there is a necessity for the issuance of a "Conditional Certificate of Compliance" as required by the SMA and City Code, instead of the "Certificate of Compliance" submitted with the above applications.

Concern2:

Based upon information obtained from a review of the public record and the legal descriptions provided in the applications submitted to the city *(Enclosed)*, there appears to be an existing division of the improvements from the land. Such information provides indication that real property has been divided in violation of the SMA and/or City Code.

Similar information, regarding divisions of improvements from land, also appears in the language of various prior deeds and deeds of trust recorded between, 1982-2015 at the County of Orange *(Enclosed)*. The information in those documents providing further indication that real property has been divided in violation of the SMA and/or City Code.

The City has placed the Property Owner on notice inviting them to address the Subdivision Committee regarding this matter. The Property Owner has indicated that they will be in attendance. As of the date this Staff report was prepared, no information has been provided by the Property Owner. It is expected that the Property Owner will submit information during the hearing or prior to the hearing. That information will be provided to the Committee. The Assistant City Attorney, the City Engineer and Staff will be available to assist the Committee.

Role of the Subdivision Committee

The role of the Committee during this hearing is to determine if an illegal division of property has taken place. If, after the Property Owner has presented evidence, it is determined that there has been no violation of the Map Act, then instruct Staff accordingly. However, if it is determined that there is a violation, a Notice of Violation must be recorded. Later, this Notice can be rescinded if a Certificate of Compliance is issued.

Attachments:

1. *Correspondence from Mr. Art DeBolt*
2. *Correspondence to Owner Dated 3/23/2016*
3. *Correspondence to City Dated 3/31/16*
4. *Correspondence to Owners Dated 4/18/2016*
5. *Correspondence to City Dated 4/26/2016*

ATTACHMENT 1

March 9, 2016

Steven Mendoza
Community Development Director, City of Los Alamitos

RECEIVED
CITY OF LOS ALAMITOS
2016 MAR 9 PM 2:19

David Hunt
City Engineer

Re: 'Arrowhead Property'

Gentlemen:

I would like to express two concerns regarding the processing of an application for 'Lot line Adjustment'/ 'Parcel Map' and 'Site Plan Review' affecting the property at the NW corner of Katella Ave and Lexington St. commonly known as the "Arrowhead Property".

Concern 1:
In the application cover letter, Shea Properties *(Enclosed)* as the authorized agent for the owner JCB Inc. notes two parcels to be the subject of the proposed lot line adjustment. Shea further identifies those as "Parcels 1 and 2" as being, "shown in Book 14 page 31 of the Deeds of Orange County CA." Further in the application on Attachment 'A' *(Enclosed)* the recording date for the "creation" of those parcels is Feb. 2, 1891.
The legal description in the 1891 deed describes, *"the East half of Lot 7 of the Travis Tract, consisting of approximately 15 acres..."* This would appear to comport with Parcel 1 in the application. Therefore one could conclude Parcel 2 is, "the West half of Lot 7 of the "Travis Tract", also with approximately 15 acres. The 1891 date is important because on Feb.6, 2003 the CA Supreme Court affirmed a CA Appeals Court Decision.*(Gardner v. County of Sonoma, Oct.11, 2001)(Enclosed)* which decided ,*"...such early subdivision maps-if drawn and recorded before 1893-**do not create legal parcels** within the meaning of California's Subdivision Map Act."*(SMA) Since Parcels 1 and 2 referenced in the "Arrowhead Property" application were created prior to 1893, it would appear they are not legal parcels within the meaning of the SMA. Accordingly, **there is a necessity** for the issuance of a "Conditional Certificate of Compliance" as required by the SMA and City Code, **instead of** the "Certificate of Compliance" submitted with the above applications.

Concern2:
Based upon information obtained from a review of the public record and the legal descriptions provided in the applications submitted to the city *(Enclosed)*, there appears to be an existing division of the improvements from the land. Such information provides **indication that real property has been divided in violation of the SMA and/or City Code.**

Similar information, regarding divisions of improvements from land, also appears in the language of various prior deeds and deeds of trust recorded between, 1982-2015 at the County of Orange *(Enclosed)*. The information in those documents providing further **indication that real property has been divided in violation of the SMA and/or City Code.**

I am requesting the Director or City Engineer, now having the above information, initiate the process described in LAMC Sec. 16.38.010:

*"Whenever the director or city engineer has information **indicating that real property has been divided in violation of the Subdivision Map Act or this title,** the director or city engineer **shall** file for record with the county recorder a tentative notice of violation describing the real property in detail, naming the owners thereof, describing the violation and stating that an opportunity will be given to the owner to present evidence on the issue whether the property has been divided in violation of the Subdivision Map Act or this title. (Ord. 580 § 2 Exh. A, 1994)"*

Respectfully submitted,

Arthur DeBolt
Resident, City of Los Alamitos

Shea | Properties.

January 22, 2016

Mr. Steven A. Mendoza
Development Services Director
CITY OF LOS ALAMITOS
3191 Katella Avenue
Los Alamitos CA 90720-5600

Subject: Arrowhead Products – Lot Line Adjustment Submittal

Dear Mr. Mendoza:

As an authorized agent for the property owner, JCB, Inc. , Shea Properties is pleased to submit an application for a Lot Line Adjustment (LLA) to Parcel 1 and 2 as shown in Book 14, Page 31 of the Deeds of Orange County, California, so as to create a new Parcel 1 and 2. The requested LLA is exempt from the Subdivision Map Act, Government Code Section 66411 et seq., pursuant to Government Code Section 66412(d).

In accordance with Section 16.34 of the City's Municipal Code for Lot Line Adjustments, the Advisory Agency (comprised of the director and city engineer) shall approve a requested LLA, with the city engineer responsible for initial review to determine the completeness of the application. The Advisory Agency shall limit its review and approval to the determination of whether or not the parcels resulting from the lot line adjustment will conform to city zoning and building codes. The Advisory Agency shall not impose conditions or exactions on the approval of a lot line adjustment except to conform to city zoning and building codes, to facilitate the relocation of existing utilities, infrastructure or easements, and to require the prepayment of real property taxes prior to the approval of the lot line adjustment. A tentative map, parcel map or final map shall not be required as a condition to the approval of a lot line adjustment.

This letter request and attached materials have been prepared to facilitate the city engineer's determination of a complete application and ultimately the Advisory Agency's approval. Also enclosed is a check for $2,200 the city processing that is broken down as follows: $600 per parcel and $1,000 CEQA determination.

EXHIBIT "A"

LOT LINE ADJUSTMENT

L L A 2 0 1 5 -

Legal Description - AFTER LOT LINE ADJUSTMENT

Current Record Owner(s)	Proposed Parcels / Reference Number
JCB, INC., a Delaware corporation, as to the land and KATELLA AVENUE CORPORATION, a Delaware corporation, as to all the buildings and improvements	PARCEL 1
JCB, INC., a Delaware corporation, as to the land and KATELLA AVENUE CORPORATION, a Delaware corporation, as to all the buildings and improvements	PARCEL 2

PARCEL 2: APN 241-241-08, 011 & PORTIONS 09 & 010

THAT PORTION OF THE SOUTHWEST QUARTER OF SECTION 20, TOWNSHIP 4 SOUTH, RANGE 11 WEST, IN THE RANCHO LOS ALAMITOS, CITY OF LOS ALAMITOS, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON MAP NO. 2 ATTACHED TO THE FINAL DECREE OF PARTITION OF SAID RANCHO, A CERTIFIED COPY OF WHICH WAS RECORDED FEBRUARY 2, 1891 IN BOOK 14, PAGE 31 OF DEEDS OF ORANGE COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 20, SOUTH 88°46'07" EAST 2141.01 FEET FROM THE SOUTHWEST CORNER OF SAID SECTION; THENCE NORTH 88°46'07" WEST 500.00 FEET ALONG THE SOUTH LINE OF SAID SECTION TO THE SOUTHEAST CORNER OF TRACT NO. 12561 AS SHOWN ON A MAP FILED IN BOOK 556, PAGES 44 AND 45 OF MISCELLANEOUS MAPS; THENCE NORTH 01°14'03" EAST 1290.77 FEET ALONG THE EAST LINE OF SAID TRACT NO. 12561 TO THE SOUTH LINE OF SOUTHERN PACIFIC RAILROAD COMPANY RIGHT-OF-WAY (60.00 FEET WIDE), ALSO BEING THE NORTHEAST CORNER OF SAID TRACT NO. 12561; THENCE SOUTH 88°45'53" EAST 1003.00 FEET ALONG SAID SOUTH LINE TO THE EAST LINE OF SAID SOUTHWEST QUARTER; THENCE SOUTH 01°13'54" WEST 1290.77 FEET ALONG SAID EAST LINE TO THE SOUTHEAST CORNER OF SAID SECTION; THENCE NORTH 88°46'07" WEST 500.00 FEET ALONG SAID SOUTH LINE OF SAID SECTION TO THE POINT OF BEGINNING AS GRANTED BY A CONVEYANCE FROM FEDERAL-MOGUL CORPORATION, A MICHIGAN CORPORATION, THE SUCCESSOR TO FEDERAL-MOGUL-BOWER BEARINGS, INC. TO KATELLA AVENUE ASSOCIATES LIMITED PARTNERSHIP, A CONNECTICUT LIMITED PARTNERSHIP, DATED DECEMBER 31, 1981 AND RECORDED JANUARY 7, 1982 AS INSTRUMENT NO. 82-005150, OFFICIAL RECORDS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

EXCEPTING THEREFROM ALL BUILDINGS AND IMPROVEMENTS AS DESCRIBED IN A DEED RECORDED JANUARY 07, 1982 AS INSTRUMENT NO. 82-005150 OF OFFICIAL RECORDS OF SAID ORANGE COUNTY, WHICH BUILDINGS AND IMPROVEMENTS ARE AND SHALL REMAIN REAL PROPERTY.

EXCEPT THEREFROM THAT PORTION LYING SOUTH OF THE NORTH 435.00 FEET OF DESCRIBED PORTION HEREIN.

ALSO EXCEPT ALL OIL, GAS, HYDROCARBONS AND MINERALS LOCATED MORE THAN 500.00 FEET BELOW THE SURFACE OF THE ABOVE DESCRIBED LAND, PROVIDED, HOWEVER, THAT NEITHER GRANTORS, THEIR HEIRS, SUCCESSORS OR ASSIGNS SHALL HAVE ANY RIGHT WHATEVER TO USE ANY PART OF SAID LAND LYING LESS THAN 500.00 FEET FROM THE SURFACE THEREOF FOR THE PURPOSE OF EXPLORING FOR OR PRODUCING OIL, GAS, HYDROCARBONS OR MINERALS FROM SAID LAND, OR FOR ANY OTHER PURPOSE WHATEVER, AS RESERVED IN THE DEED FROM FRANK VESSELS AND GRACE M. VESSELS, RECORDED JULY 29, 1955 IN BOOK 3157, PAGE 203, OFFICIAL RECORDS.

CONTAINS APPROXIMATELY 856,139± SQUARE FEET OR 19.65± ACRES.

THIS MAP HAS BEEN PREPARED BY ME OR UNDER MY DIRECTION:

PROFESSIONAL LAND SURVEYOR
DUSTIN BYRON WILTON
No. 8080
EXP. 12-31-2017
STATE OF CALIFORNIA

1-22-16

DUSTIN BYRON WILTON, PLS 8080 — DATE

MY LICENSE EXPIRES 12/31/2017

Start Download

Get Maps, Directions, Street Views & Traffic w/ Free OnlineMapFinder

GARDNER v. COUNTY OF SONOMA

Court of Appeal, First District, Division 1, California.

Jack A. GARDNER et al., Plaintiffs and Appellants, v. COUNTY OF SONOMA, Defendant and Respondent.

No. A093139.

Decided: October 11, 2001

Leslie R. Perry, Santa Rosa, Perry, Johnson, Murray, Anderson & Miller, Attorney for Appellants/Plaintiffs-Jack A. Gardner et al. Steven M. Woodside, County Counsel, Sue A. Gallagher, Deputy County Counsel County of Sonoma, Attorney for Respondent/Defendant-County of Sonoma. Stephen Shane Stark, County Counsel, Alan L. Seltzer, Assistant County Counsel, County of Santa Barbara, Attorneys for Amicus Curiae-The California State Association of Counties. Bill Lockyer, Attorney General, Richard M. Frank, Chief Assistant Attorney General, J. Matthew Rodriquez, Senior Assistant Attorney General, Jamee Jordan Patterson, Deputy Attorney General, Attorneys for Amicus Curiae-California Coastal Commission.

In 19th century California, antiquated maps embodied the entrepreneurial hopes and financial dreams of some settlers who drew plans for vast estates of teeming subdivisions. "These subdivisions are the legacies of 19th century would-be developers whose dreams of carving up their land into profitable real estate parcels went only as far as the county recorder's office." (Morehart v. County of Santa Barbara (1994) 7 Cal.4th 725, 765, 29 Cal.Rptr.2d 804, 872 P.2d 143 (Morehart) (conc. opn. of Mosk, J.).) Despite the bold vision of those who created them, such early subdivision maps-if drawn and recorded before 1893-do not create legal parcels within the meaning of California's Subdivision Map Act (Gov.Code, § 66410 et seq.).

Appellants Jack and Jocelyn Gardner, Trustees of the Gardner Family Trust, and Lindsay and Hilary Gardner own certain lots and fragments of lots depicted on an antiquated subdivision map recorded prior to 1893, when the first California statute regulating subdivision maps took effect. (Stats. 1893, ch. 80, § 1, p. 96; see Curtin et al., California Subdivision Map Act Practice (Cont.Ed.Bar 2d ed.2001) § 1.2, pp. 2-3.) Appellants asked respondent County of Sonoma (County) to recognize their lots and lot fragments as legal parcels. The County refused to recognize the parcels as legal, and appellants sought a writ of mandate to compel the County to do so. The superior court denied appellants' writ petition.

Appellants argue that antiquated subdivision maps can create legal parcels for subdivisions despite their noncompliance with the Subdivision Map Act or any of its precursors. We disagree, and conclude that maps recorded before 1893 do not create legal parcels. Accordingly, we affirm.

I. FACTS

The history of this case begins soon after Lee's surrender at the Appomattox Court House ended the Civil War. On May 9, 1865, S.H. Greene recorded a map entitled "The Redwood Estate of S.H. Greene" with the Sonoma County Recorder. This antiquated map (hereafter "the Greene Map") purported to depict a vast subdivision surveyed the previous year by H.R. Martin and R.M. Martin. Greene's subdivision consisted of almost 90 numbered rectangles, or lots, in a grid superimposed over more than a thousand acres of open land west of Sebastopol.

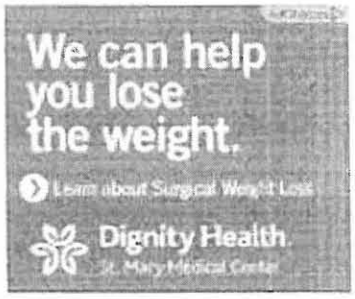
The Greene Map divided its lots into four different ranges, with 15-28 lots per range. Each lot was labeled with a range number and a lot number, as well as length and width measurements which appear to be precise to the one-hundredth of an acre. The Greene Map noted surveyor's compass points and the location of several monuments, such as "post in mound," "Redwood tree," and "Blackoak."

The Greene Map identified two streams, Salmon and Jonive Creeks, which flowed through the purported subdivision, but identified no other geographic features. The map identified a county road running along the southeast corner of the grid, but depicted no interior roads or other subdivision infrastructure, no easements, no drainage systems, and no access routes.

Since no subdivision map statute existed in 1865, the Greene Map was simply accepted for recording without the review and approval of any public entity, including any arm of local government.

In 1877, the Thompson Atlas Map of Sonoma County included the purported subdivision called "The Redwood Estate of S.H. Greene." Over the years numerous portions of the purported S.H. Greene subdivision were conveyed to different parties. It appears that these conveyances referred to the Greene Map to describe the property conveyed, i.e., by range and lot number, but typically supplemented the description by one based on metes and bounds.

Appellants own approximately 158 acres in the south-central portion of the purported S.H. Greene subdivision. Appellants' property consists of two full lots and portions of 10 other lots from the 90 lots depicted on the Greene Map. The property is part of a conveyance from the Greene family to Paul Bertoli in 1903, which used the Map for reference but described the conveyed property in detail using metes and bounds. Appellants



FindLaw Career Center

Attorney
Corporate Counsel
Academic
Judicial Clerk
Summer Associate
Intern
Law Librarian

Search Jobs Post a Job | View More Jobs

View More

Injury Claim?
Find out how much your settlement could be worth.
eClaimInjury.com

Need a New Take?
Read FindLaw's Supreme Court Blog To Get the Freshest Updates Now!
blogs.findlaw.com/supreme_court

Car Accident Injury?
You may qualify for compensation. Find Out Today!
eClaimInjury.com

ultimately came into possession of their 158 acres of the purported subdivision in 1990. The Gardners' lots today bare scant resemblance to the configuration that Greene recorded in 1865. Greene envisioned 90 distinctive rectangular lots for his paper subdivision. Appellants' lots include only fragments from ten of the original lots. The property includes steep slopes and is the subject of a timber harvest plan. It is zoned for "Resource and Rural Development."

In 1996, appellants asked the County's Permit and Resource Management Department (Department) to issue them 12 certificates of compliance with the Subdivision Map Act, pursuant to Government Code section 6499.35.[1] Such certificates would have established that appellants' 12 lots constituted legal parcels within the meaning of the Act, and thus could be sold, leased or financed. (§ 66499.30, subds.(a), (b), (c); see Merritt, Antiquated Subdivisions (CEB Land Use & Environment Forum Winter 1996) p. 40.) The Department denied appellants' request, reasoning that the Greene Map did not create legally cognizable parcels because it was recorded prior to 1893.

Appellants appealed the Department's denial to the Planning Commission (Commission). After a public hearing in November 1997, the Commission denied the appeal and affirmed the Department's determination by a vote of five to zero.

Appellants then appealed the Commission's decision to the County Board of Supervisors (Board). After a public hearing in January 1998, the Board denied the appeal and upheld the Commission, also by a vote of five to zero. In so doing the Board adopted Resolution No. 98-0205, which contained detailed findings.

The Board found that "the creation of parcels by the recordation of a map is a legal consequence of the Subdivision Map Act and that therefore, only maps properly recorded under the Subdivision Map Act or . its predecessor statutes can be deemed to create parcels." The Board further found that "the mere recordation of a map prior to 1893 cannot create parcels cognizable under the Subdivision Map Act."

The Board made more specific findings that appellants' property had been "repeatedly and consistently conveyed as a single unit of land, generally described in metes and bounds since 1903"; that none of appellants' 12 purported lots had ever been separately conveyed or separately described in a grant deed; [2] and that the Thompson Map of 1877 was adopted for "administrative purposes and served [only] as a reference tool," and did not establish parcels within the meaning of the Subdivision Map Act.

The Board noted that a primary purpose of the Subdivision Map Act was orderly community development, and that the Act "serves as a critical tool for rational local land use planning." But the Board found that "recognition of parcels drawn on antiquated maps recorded prior to the adoption of any regulation of the design and improvement of subdivisions could seriously undermine rational land use planning in the County." The Board further found that the grid lines on the Greene Map were for the most part drawn without regard to "topography, natural resources, and community needs[,] and without community review." As a result, recognition of the parcels laid out on the 1865 Greene Map could lead to "the creation of hundreds of parcels in the area inconsistent with the land use designations and acreage limitations" of the County General Plan.

The Board concluded that "the resurrection of the 1865 [Greene] map now, a hundred and thirty-three years after its recordation, could raise serious concerns regarding the preservation of water supplies in a water scarce area, the protection of the scenic corridor, the protection of stream fisheries and other wildlife resources, and the preservation of other strong community interests in the area."

Appellants challenged the Board's ruling by a petition for writ of mandate seeking to compel the County to issue 12 certificates of compliance for their Greene Map lots. After briefing and oral argument, the trial court denied the petition, essentially ruling that the 1865 Greene Map did not create legal parcels within the meaning of the Subdivision Map Act.

II. DISCUSSION

Appellants contend that antiquated subdivision maps recorded prior to 1893, when no law regulating subdivisions was in existence, can nevertheless create legal parcels if they are sufficiently accurate, detailed, and informative. Respondents and amici curiae disagree and urge that legal recognition of such maps would wreak havoc with modern land use planning. We conclude that the legislative intent underlying the Subdivision Map Act precludes legal recognition of subdivision lots in pre 1893 antiquated subdivision maps.

This is a case of first impression. Like many explorers of a new world, we set forth with a sextant and a map that, while incomplete, contains many reference points to guide us.

The first such point is the Act itself. The Subdivision Map Act "is the primary regulatory control governing the division of property in California and generally requires that a subdivider of property design the subdivision in conformity with applicable general and specific plans and to construct public improvements in connection with the subdivision." (Hill v. City of Clovis (2000) 80 Cal.App.4th 438, 445, 94 Cal.Rptr.2d 901 (Hill).)

"Among the Act's purposes are to encourage and facilitate orderly community development, coordinate planning with the community pattern established by local authorities, and assure proper improvements are made, so that the area does not become an undue burden on the taxpayer. [Citations.]" (Gomes v. County of Mendocino (1995) 37 Cal.App.4th 977, 985, 44 Cal.Rptr.2d 93; see Hill, supra, 80 Cal.App.4th at p. 445, 94 Cal.Rptr.2d 901; Bright v. Board of Supervisors (1977) 66 Cal.App.3d 191, 194, 135 Cal.Rptr. 758.)

Stated another way, the Act's purposes are to "control the design of subdivisions for the benefit of adjacent landowners, prospective purchasers and the public in general. [Citation.]" (Hays v. Vanek (1989) 217 Cal.App.3d 271, 289, 266 Cal.Rptr. 856 (Hays).) In addition, "[t]he salutary purposes of the Map Act include . a determination of the compatibility of design of a subdivision in relation to surrounding land, the requirement for installation of streets and drains, and the prevention of fraud and exploitation of the public and purchasers. [Citation.]" (John Taft Corp. v. Advisory Agency (1984) 161 Cal.App.3d 749, 755, 207 Cal.Rptr. 840 (Taft); see 2 Longtin, California Land Use (2d ed. 1987) Subdivisions, § 6.03, pp. 583-584.)

Our legal sextant focuses on several provisions of the Act pertinent to our analysis. Section 66424 defines "subdivision" as "the division, by any subdivider, of any unit or units of improved or unimproved land, or any portion thereof, shown on the latest equalized county assessment roll as a unit or as contiguous units, for the purpose of sale." Subdivision under the Act "may be lawfully accomplished only by obtaining local approval

and recording" a final map pursuant to section 66426, when five or more parcels are involved, or a parcel map pursuant to section 66428 when four or fewer parcels are involved. (Taft, supra, 161 Cal.App.3d at p. 755, 207 Cal.Rptr. 840; see 64 Ops.Cal.Atty.Gen. 549, 550 (1981).)

A final or parcel map must meet strict requirements, and approval is based on the local agency's extensive review of the proposed subdivision. The local agency takes into account such matters as land use policies, water supplies, environmental concerns, and the burden on public services. (See, e.g., §§ 66451-66451.7, 66452-66452.13, 66453-66472.1, 66473-66474.10, and 66475-66478.) There are very limited exceptions from the Map Act and its process of local review of a proposed subdivision. (See, e.g., §§ 66411, 66412; see also 2 Longtin, California Land Use, supra, § 6.11 at pp. 597-599.)

Map recordation is the key component to subdivision establishment. Generally, a subdivision is "established" within the meaning of the Act on the date the approved final or parcel map is recorded or, if the subdivision is exempted from map requirements, on the date an application for a certificate of exemption is filed with the appropriate local agency. (§ 66412.7; see Taft, supra 161 Cal.App.3d at p. 756, 207 Cal.Rptr. 840.) Since 1893 neither Greene nor any successor owner has attempted to establish the Gardner portion of the property as a legal subdivision under any available law. Appellants have not brought the property within the confines of section 66412.7 which explains when a subdivision is deemed established.

Section 66499.30 of the Map Act prohibits the sale, lease or financing of any parcel subject to the final or parcel map requirement, unless an approved map in full compliance with the Act is recorded. (§ 66499.30, subds. (a), (b), (c).) The polestar is section 66499.30, subdivision (d), the Act's primary "grandfather clause," which provides for a significant exemption: "[This section does] not apply to any parcel or parcels of a subdivision . in compliance with or exempt from any law . regulating the design and improvement of subdivisions in effect at the time the subdivision was established." (See Gustafson, Antiquated Subdivisions: A Government Perspective (CEB Land Use & Environment Forum Winter 1996) p. 50.)

Our other reference points are three Map Act decisions which did not decide the issue before us, but provide valuable direction.

Taft involved the question whether an 1878 United States Government Survey Map created a legal subdivision within the meaning of the Map Act. The Government Survey Map depicted monuments and lot lines. The Taft court reviewed the key provisions of the Act set forth above, noting that they indicated "[t]he Legislature thus places significance on subdivision map recordation and local agency control. We are guided by this legislative intent." (Taft, supra, 161 Cal.App.3d at p. 756, 207 Cal.Rptr. 840.)

Although the federal survey laws referred to "legal subdivisions," those laws did not include numerous significant provisions of the Map Act, including recording in the office of the county recorder and the consequent constructive notice to transferees. (Taft, supra, 161 Cal.App.3d at p. 756, 207 Cal.Rptr. 840.) Also, a "federal subdivision" was defined in a way not entirely consistent with the Map Act. (Ibid.) "Therefore, the 'legal subdivisions' referred to by the federal survey laws have not been 'established' within the meaning of the Map Act. Had the Legislature intended to exempt such units of land from the Map Act, a specific exemption from the 'subdivision' definition of section 66424 could have been provided." (Id. at pp. 756-757, 207 Cal.Rptr. 840, italics added.) The Government Survey Map did not satisfy the Map Act to establish a legal subdivision.

Morehart, supra, 7 Cal.4th 725, 29 Cal.Rptr.2d 804, 872 P.2d 143 touched upon the issue before us but did not decide it. The main substantive issue in Morehart involved the merger provisions of the Map Act (§§ 66451.10-66451.21), which provide that contiguous parcels already created are not automatically merged by virtue of common ownership, and are subject to merger only under certain conditions.

The parcel at issue in Morehart was a lot depicted on an 1888 antiquarian subdivision map. (Morehart, supra, 7 Cal.4th at p. 732, 29 Cal.Rptr.2d 804, 872 P.2d 143.) The County of Santa Barbara (CSB) conceded that the parcel was "created" by the recordation of the 1888 map. (Id. at pp. 760-761, 29 Cal.Rptr.2d 804, 872 P.2d 143.) The Supreme Court accepted that concession and explicitly declined to decide the issue of whether a pre 1893 antiquated map "creates" a legal parcel: "Thus, we need not consider any of the prerequisites to creation of a parcel that preceded California's first subdivision map statute in 1893 (Stats.1893, ch. 80, § 1, p. 96). Instead, the question presented by [CSB's] contention is whether a parcel so created is covered by the present Act's merger provisions." (Morehart, supra, 7 Cal.4th at p. 761, 29 Cal.Rptr.2d 804, 872 P.2d 143.)

In his concurring opinion in Morehart, Justice Mosk perceptively noted that the parcel "exists because [CSB] . said it exists." (Morehart, supra, 7 Cal.4th at pp. 765-766, 29 Cal.Rptr.2d 804, 872 P.2d 143 (conc. opn. of Mosk, J.).) He observed the court had not reached the issue of whether pre 1893 antiquated subdivision maps created legal parcels: "The answer to that question awaits further judicial-or legislative-clarification." (Id. at p. 767, 29 Cal.Rptr.2d 804, 872 P.2d 143.)

Morehart not only did not decide the issue raised by this case, but it is distinguishable. Morehart involved whether a concededly created parcel was covered by the Act's merger provisions. We must decide whether the parcels at issue here were created in the first place by the 1865 recordation of the Greene Map. But some language of Morehart does have a bearing on our discussion.

CSB argued in Morehart that the Act's merger provisions did not apply to the lot at issue. CSB focused on section 66451.10, subdivision (a), which, if applicable, precluded automatic merger if contiguous parcels "have been created under the provisions of [the Act], or any prior law regulating the division of land, or a local ordinance enacted pursuant thereto, or . were not subject to those provisions at the time of their creation. ." (Morehart, supra, 7 Cal.4th at p. 766, 29 Cal.Rptr.2d 804, 872 P.2d 143.)

CSB argued the parcel at issue did not fall under the scope of this statute because the parcel, created as it was before any subdivision map law was in existence, was not established under or exempt from any law " 'regulating the division of land.' " The Morehart court construed CSB's argument as follows: "In other words, the county reads section 66451.10(a)'s phrase, 'not subject to those provisions at the time of their creation,' to mean 'exempted from land-division provisions that were in existence at the time of the parcels' creation." (Morehart, supra, 7 Cal.4th at p. 761, 29 Cal.Rptr.2d 804, 872 P.2d 143.) The court "disagree[d] with that strained interpretation. If, when the parcels were created, no land-division provisions were in existence, the parcels necessarily 'were not subject to those provisions at the time of their creation.' " (Ibid.)

This language from the Morehart opinion surfaces in Lakeview Meadows Ranch v. County of Santa Clara (1994) 27 Cal.App.4th 593, 32 Cal.Rptr.2d 615 (Lakeview), which involved three parcels dating from the 19th century. The County of Santa Clara (CSC) conceded that two parcels were legally created before 1893 by conveyance-by deeds executed in 1882 and 1892. (Lakeview, supra, at p. 596, 32 Cal.Rptr.2d 615.) Prior to 1893 parcels were typically created by conveyance. CSC disputed that the third parcel was legally created prior to 1893. The court concluded that it had been legally created by an 1891 federal patent, which is simply another form of conveyance. (Lakeview, supra, at pp. 596-598, 32 Cal.Rptr.2d 615; see Gomes v. County of Mendocino, supra, 37 Cal.App.4th at pp. 982-983, 44 Cal.Rptr.2d 93.)

The second issue in Lakeview was whether the three parcels were exempt from the Map Act under the grandfather clause of section 66499.30, subdivision (d), as parcels which were "in compliance with or exempt from any law . regulating the design and improvement of subdivisions in effect at the time the subdivision was established." CSC argued that the parcels were not exempt from the Act: since the three parcels were created before 1893, they could not have been " 'in compliance with or exempt from any law . in effect at the time' " because there were no such laws then in effect. (Lakeview, supra, 27 Cal.App.4th at p. 599, 32 Cal.Rptr.2d 615.)

The Lakeview court found CSC's interpretation of the grandfather clause "at odds" with the Morehart court's interpretation of "similar language"-the " 'not subject to' " language of section 66451.10, subdivision (a). (Lakeview, supra, 27 Cal.App.4th at p. 599, 32 Cal.Rptr.2d 615.) "[CSC] tries to draw a distinction between parcels 'exempt from any law' regulating subdivisions and parcels 'not subject to' the provisions of any laws regulating subdivisions. However, we are unable to find any basis for this distinction. 'Exempt' and 'not subject to' have essentially the same meaning." (Ibid.)

The Lakeview court was also influenced by section 66412.6, subdivision (a), on which appellants now rely. This grandfather clause provides that a parcel created prior to March 4, 1972, is presumed to be legally created if, at the time of its creation, it complied with any local ordinance governing a subdivision of less than five parcels-or if there was no such ordinance in effect. (Lakeview, supra, 27 Cal.App.4th at p. 599, 32 Cal.Rptr.2d 615.) Of course, the parcels in Lakeview were legally created by conveyance in 1882, 1891, and 1892, before the first subdivision law in 1893. But, the parcels in the present case were not created by conveyance, and the very issue before us is whether they were legally created by an antiquated subdivision map. Section 66412.6, subdivision (a) does not show a legislative intent that pre 1893 maps are deemed to "create" parcels.

Morehart and Lakeview are distinguishable from the case before us. Both decisions involved parcels which were already created, or considered "created" by a litigation concession. Neither decision directly addressed and resolved the issue of whether a parcel is legally created by virtue of the pre 1893 recordation of an antiquated subdivision map. We thus move on past our reference points into unexplored territory.

Appellants contend that the language and purpose of the Map Act support the conclusion that a pre-1893 antiquated subdivision map can legally create a cognizable parcel. Our examination of the Act and its purposes directs us to the opposite conclusion.

Appellants' contention leads us to an exercise in statutory interpretation. The interpretation of the Map Act, like that of any statute, is a question of law subject to de novo review on appeal. (Hill v. City of Clovis, supra, 80 Cal.App.4th at p. 446, 94 Cal.Rptr.2d 901.) The Act is to be liberally construed to apply to as many transfers or conveyances of land as possible, "in order to facilitate local regulation of the design and improvement of subdivisions. [Citation.]" (Taft, supra, 161 Cal.App.3d at p. 755, 207 Cal.Rptr. 840.) In accordance with the general rules of interpreting exemptions to statutes, exemptions to the Act are to be narrowly construed. (See City of Lafayette v. East Bay Mun. Utility Dist. (1993) 16 Cal.App.4th 1005, 1017, 20 Cal.Rptr.2d 658.) As always, "[t]he fundamental rule of statutory construction is that a court should ascertain the intent of the Legislature so as to effectuate the purpose of the law. [Citation.]" (O'Kane v. Irvine (1996) 47 Cal.App.4th 207, 211, 54 Cal.Rptr.2d 549.)

Appellants argue that the text of the Act and the decisions in Morehart and Lakeview demonstrate the validity of antiquated subdivision maps. As we have discussed in detail above, Morehart and Lakeview are distinguishable and do not resolve the issue. Lakeview, which actually discussed the Map Act's section 66499.30, subdivision (d) grandfather clause, interpreted it with the aid of different language, that of the merger provision at issue in Morehart.

The legislature intended the grandfather clause to apply to subdivisions approved under prior versions of the Act, i.e., to exempt from the current Act those subdivisions established in compliance with or exempt from laws then in effect. The Legislature, with its strenuous emphasis on local control and approval of subdivisions, did not intend the grandfather clause to apply to the pre 1893 legal "State of Nature" when no subdivision statute was in existence. The legislative language dictates this result and nothing to the contrary appears in the Act.

Our conclusion is supported by Hays, supra, 217 Cal.App.3d 271, 266 Cal.Rptr. 856. Interpreting the grandfather clause of the 1929 version of the Act, the Hays court concluded that "[t]he clear purpose of the so-called 'grandfather' clause is to protect developers who have detrimentally relied on an earlier state of the law." (Hays, supra, 217 Cal.App.3d at p. 289, 266 Cal.Rptr. 856.) The Map Act does not reveal a legislative intent to exempt recorded subdivision maps which were not subject to any subdivision law from a time when there was little land use regulation.

Indeed, as the Taft court noted in a similar context, if the Legislature wished to exempt antiquated maps from the Map Act, it could have done so in clear and express language. Grandfathering does not spring up by inference. For example, the Legislature in section 66412.6 provided for a presumption of lawful creation for parcels created before March 4, 1972, if the parcel resulted from a division of land in which fewer than five parcels were created and if at the time of the creation, there was no local ordinance in effect regulating such land divisions. The Legislature has not passed similar legislation for parcels like appellants'.

We find it significant that all of the various versions of the Map Act, from the second version enacted in 1907 to the present, have a grandfather clause-but the first version of the Map Act does not. Presumably in 1893 what we now call antiquated subdivision maps were much more common-had the Legislature wished them to be exempt from the Map Act, the 1893 Act would have grandfathered in subdivision maps recorded prior to the effective date of the statute. For instance, the 1907 version of the Map Act specifically grandfathers in maps "filed or recorded prior to the taking effect of this act and in accordance with the laws in force at the time it was

so filed or recorded." (Stats.1907, ch. 231, § 8, p. 292.) (See 9 Miller & Starr, Cal. Real Estate (3d ed.2001) § 25:148, p. 361.) The 1893 Map Act did not have such a provision and did not grandfather in antiquated subdivision maps-and the Legislature has never explicitly exempted pre-1893 antiquarian maps from the Map Act's scope.4

Finally, we reject appellants' contention that certain "turn of the century" case law supports their position. Appellants rely on decisions such as McCullough v. Olds (1895) 108 Cal. 529, 41 P. 420; Cadwalader v. Nash (1887) 73 Cal. 43, 14 P. 385; and Wolfskill v. County of Los Angeles (1890) 86 Cal. 405, 24 P. 1094, which generally involve conveyances of parcels by deed with reference to a map. None of these cases stands for the proposition that pre-1893 subdivision maps can legally create parcels.

We have reached our destination. Given the manifest purposes and language of the applicable statutes in the Map Act, we conclude that the Legislature did not intend that antiquated subdivision maps create legal parcels in the twenty-first century. Such maps recorded prior to the existence of the first Map Act in 1893 do not in themselves create parcels that are automatically subdividable.

III. DISPOSITION

The judgment denying the petition for writ of mandate is affirmed. Each party shall bear its own costs.

FOOTNOTES

1. Subsequent statutory references are to the Government Code. The Subdivision Map Act is usually referred to either as "the Act" or "the Map Act."

2. Except for certain attempted conveyances by appellants in 1996 and 1997, which are not at issue here.

3. Although we need not formally discuss the issue, historically parcels have been created either by conveyance or by a recordation of a subdivision map in compliance with the Map Act. (See Lakeview, supra, 27 Cal.App.4th at pp. 596-598, 32 Cal.Rptr.2d 615; see also Gustafson, Antiquated Subdivisions, supra, at p. 52.)

4. Appellants refer us to a curative statute that apparently was in effect between 1917 and 1953. That statute, however, only deemed cured any defects in maps such that they would be considered in compliance with laws in force at the time they were recorded.

MARCHIANO, J.

We concur: STEIN, Acting P.J., and SWAGER, J.

RESEARCH THE LAW	Cases & Codes / Opinion Summaries / Sample Business Contracts / Research An Attorney or Law Firm
MANAGE YOUR PRACTICE	Law Technology / Law Practice Management / Law Firm Marketing Services / Corporate Counsel Center
MANAGE YOUR CAREER	Legal Career Job Search / Online CLE / Law Student Resources
NEWS AND COMMENTARY	Legal News Headlines / Law Commentary / Featured Documents / Newsletters / Blogs / RSS Feeds
GET LEGAL FORMS	Legal Forms for Your Practice
ABOUT US	Company History / Media Relations / Contact Us / Privacy / Advertising / Jobs
FIND US ON	

Copyright © 2016 FindLaw, a Thomson Reuters business. All rights reserved.

Updated December 22, 2015

December 22, 2015

First American Title Company
National Commercial Services
777 South Figueroa Street, Suite 400
Los Angeles, CA 90017

SUBMITTED WITH:
- LOT LINE ADJUSTMENT
- SITE PLAN REVIEW

Renee Lindsey
Manatt, Phelps & Phillips, LLP
11355 W Olympic Blvd
Los Angeles , CA 90064
Phone: (310)231-5557
Fax: (310)914-5793

Customer Reference: 4411 Katella Ave, 241-2412-08,09,10 & 11

Title Officer:	Anthony Rivera	Title Assistant:	Silvia Alspuro
Phone:	(213)271-1723	Phone:	(213)271-1700
Email:	arivera@firstam.com	Email:	salspuro@firstam.com

Order Number: NCS-714313-LA2

Attached please find the following item(s):

Commitment

Thank You for your confidence and support. We at First American Title Insurance Company maintain the fundamental principle:

Customer First!

Property: 4411 Katella Avenue, Los Alamitos, CA

First American Title Insurance Company

INFORMATION

The Title Insurance Commitment is a legal contract between you and the company. It is issued to show the basis on which we will issue a Title Insurance Policy to you. The Policy will insure you against certain risks to the land title, subject to the limitations shown in the policy.

The Company will give you a sample of the Policy form, if you ask.

The Commitment is based on the land title as of the Commitment Date. Any changes in the land title or the transaction may affect the Commitment and the Policy.

The Commitment is subject to its Requirements, Exceptions and Conditions.

This information is not part of the title insurance commitment.

TABLE OF CONTENTS

COMMITMENT FOR TITLE INSURANCE

Issued by

First American Title Insurance Company

Agreement to Issue Policy

	Page
Agreement to Issue Policy	3
Schedule A	
1. Commitment Date	4
2. Policies to be Issued, Amounts and Proposed Insured	4
3. Interest in the Land and Owner	4
4. Description of the Land	4
Schedule B-1 - Requirements	
Schedule B-2 - Exceptions	
Conditions	

YOU SHOULD READ THE COMMITMENT VERY CAREFULLY.
If you have any questions about the Commitment,
please contact the issuing office.

We agree to issue a policy to you according to the terms of this Commitment.

When we show the policy amount and your name as the proposed insured in Schedule A, this Commitment becomes effective as of the Commitment Date shown in Schedule A.

If the Requirements shown in this Commitment have not been met within six months after the Commitment Date, our obligation under this Commitment will end. Also, our obligation under this Commitment will end when the Policy is issued and then our obligation to you will be under the Policy.

Our obligation under this Commitment is limited by the following:

The Provisions in Schedule A.

The Requirements in Schedule B-1.

The Exceptions in Schedule B-2.

The Conditions.

This Commitment is not valid without Schedule A and Sections 1 and 2 of Schedule B.

SCHEDULE A

1. Commitment Date: December 14, 2015 at 7:30 A.M.

2. Policy or Policies to be issued: Amount

(A) ALTA Extended Owner's Policy $TBD

Proposed Insured:

To Be Determined

(B) ALTA Extended Loan Policy $TBD

Proposed Insured:

To Be Determined

3. (A) The estate or interest in the land described in this Commitment is:

Fee Simple

(B) Title to said estate or interest at the date hereof is vested in:

JCB, Inc., a Delaware corporation, as to Parcels 1 and 2, and Katella Avenue Corporation, a Delaware corporation, as to Parcels 3 and 4

4. The land referred to in this Commitment is situated in the City of Los Alamitos, County of Orange, State of California, and is described as follows:

PARCEL 1: APN(S): 241-241-10 AND 241-241-11

THAT PORTION OF THE SOUTHWEST ¼ OF SECTION 20, TOWNSHIP 4 SOUTH, RANGE 11 WEST, IN THE RANCHO LOS ALAMITOS, IN THE CITY OF LOS ALAMITOS, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON MAP NO. 2 ATTACHED TO THE FINAL DECREE OF PARTITION OF SAID RANCHO, A CERTIFIED COPY OF WHICH WAS RECORDED FEBRUARY 02, 1891 IN BOOK 14, PAGE 31 OF DEEDS OF ORANGE COUNTY, CALIFORNIA, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 20, SOUTH 89° 48' 10" EAST 2141.01 FEET FROM THE SOUTHWEST CORNER OF SAID SECTION; THENCE NORTH 0° 11' 42" EAST 1290.77 FEET PARALLEL WITH THE WESTERLY LINE OF SAID SECTION TO THE SOUTH LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY RIGHT OF WAY 60.00 FEET WIDE; THENCE SOUTH 89° 48' 10" EAST 500.00 FEET ALONG LAST SAID SOUTH LINE TO THE EAST LINE OF SAID SOUTHWEST ¼; THENCE SOUTHERLY 1290.77 FEET TO THE SOUTH QUARTER SECTION CORNER OF SAID SECTION; THENCE NORTH 89° 48' 10" WEST 500.00 FEET TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM ALL BUILDINGS AND IMPROVEMENTS AS DESCRIBED IN A DEED RECORDED JANUARY 07, 1982 AS INSTRUMENT NO. 82-005150 OF OFFICIAL RECORDS OF SAID ORANGE COUNTY, WHICH BUILDINGS AND IMPROVEMENTS ARE AND SHALL REMAIN REAL PROPERTY.

ALSO EXCEPTING THEREFROM ALL OIL, GAS, HYDROCARBONS AND MINERALS LOCATED MORE THAN 500 FEET BELOW THE SURFACE OF THE ABOVE DESCRIBED LAND, PROVIDED, HOWEVER, THAT NEITHER GRANTORS, THEIR HEIRS, SUCCESSORS OR ASSIGNS SHALL HAVE ANY RIGHT WHATEVER TO USE ANY PART OF SAID LAND LYING LESS THAN 500.00 FEET FROM THE SURFACE THEREOF FOR THE PURPOSE OF EXPLORING FOR OR PRODUCING OIL, GAS, HYDROCARBONS OR MINERALS FROM SAID LAND, OR FOR ANY OTHER PURPOSE WHATEVER, AS RESERVED IN DEED FROM FRANK VESSELS AND GRACE M. VESSELS RECORDED JULY 29, 1955 IN BOOK 3157, PAGE 203 OF OFFICIAL RECORDS.

PARCEL 2: APN(S): 241-241-08 AND 241-241-09

THAT PORTION OF THE SOUTHWEST ¼ OF SECTION 20, TOWNSHIP 4 SOUTH, RANGE 11 WEST, IN THE RANCHO LOS ALAMITOS, IN THE CITY OF LOS ALAMITOS, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP FILED IN DECREE OF PARTITION IN THE SUPERIOR COURT OF LOS ANGELES COUNTY, CALIFORNIA, CASE NO. 13527, A CERTIFIED COPY OF THE FINAL DECREE OF SAID CASE HAVING BEEN RECORDED FEBRUARY 02, 1891 IN BOOK 14, PAGE 31 OF DEEDS OF SAID ORANGE COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE LAND DESCRIBED IN THE DEED TO FEDERAL-MOGUL-BOWER BEARINGS, INC., RECORDED JANUARY 12, 1961 IN BOOK 5586, PAGE 217, OFFICIAL RECORDS; THENCE NORTH 89° 48' 10" WEST 500.00 FEET ALONG THE SOUTH LINE OF SAID SECTION; THENCE NORTH 0° 11' 42" EAST 1290.77 FEET PARALLEL WITH THE WESTERLY LINE OF SAID LAND, TO THE SOUTH LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY RIGHT OF WAY (60.00 FEET WIDE); THENCE SOUTH 89° 48' 10" EAST 500.00 FEET ALONG SAID SOUTH LINE TO THE NORTHWEST CORNER OF SAID LAND; THENCE SOUTH 0° 11' 42" WEST 1290.77 FEET TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM ALL BUILDINGS AND IMPROVEMENTS AS DESCRIBED IN A DEED RECORDED JANUARY 07, 1982 AS INSTRUMENT NO. 82-005150 OF OFFICIAL RECORDS OF SAID ORANGE COUNTY, WHICH BUILDINGS AND IMPROVEMENTS ARE AND SHALL REMAIN REAL PROPERTY.

ALSO EXCEPTING THEREFROM ALL OIL, GAS, HYDROCARBONS AND MINERALS LOCATED MORE THAN 500 FEET BELOW THE SURFACE OF THE ABOVE DESCRIBED LAND, PROVIDED, HOWEVER, THAT NEITHER GRANTORS, THEIR HEIRS, SUCCESSORS OR ASSIGNS SHALL HAVE ANY RIGHT WHATEVER TO USE ANY PART OF SAID LAND LYING LESS THAN 500.00 FEET FROM THE SURFACE THEREOF FOR THE PURPOSE OF EXPLORING FOR OR PRODUCING OIL, GAS, HYDROCARBONS OR MINERALS FOR SAID LAND, OR FOR ANY OTHER PURPOSE WHATEVER, AS RESERVED IN DEED FROM FRANK VESSELS AND GRACE M. VESSELS RECORDED JULY 29, 1955 IN BOOK 3157, PAGE 203 OF OFFICIAL RECORDS.

PARCEL 3: APN(S): 241-241-10 AND 241-241-11

ALL BUILDINGS AND IMPROVEMENTS SITUATED ON THAT PORTION OF THE SOUTHWEST ¼ OF SECTION 20, TOWNSHIP 4 SOUTH, RANGE 11 WEST, IN THE RANCHO LOS ALAMITOS, IN THE CITY OF LOS ALAMITOS, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON MAP NO. 2 ATTACHED TO THE FINAL DECREE OF PARTITION OF SAID RANCHO, A CERTIFIED COPY OF WHICH WAS RECORDED FEBRUARY 02, 1891 IN BOOK 14, PAGE 31 OF DEEDS OF ORANGE COUNTY, CALIFORNIA, AS DESCRIBED IN A DEED RECORDED JANUARY 07, 1982 AS INSTRUMENT NO. 82-005150 OF OFFICIAL RECORDS OF SAID ORANGE COUNTY, WHICH BUILDINGS AND IMPROVEMENTS ARE AND SHALL REMAIN REAL PROPERTY, OVER THE LAND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 20, SOUTH 89° 48' 10" EAST 2141.01 FEET FROM THE SOUTHWEST CORNER OF SAID SECTION; THENCE NORTH 0° 11' 42" EAST 1290.77 FEET PARALLEL WITH THE WESTERLY LINE OF SAID SECTION TO THE SOUTH LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY RIGHT OF WAY 60.00 FEET WIDE; THENCE SOUTH 89° 48' 10" EAST 500.00 FEET ALONG LAST SAID SOUTH LINE TO THE EAST LINE OF SAID SOUTHWEST ¼; THENCE SOUTHERLY 1290.77 FEET TO THE SOUTH QUARTER

SECTION CORNER OF SAID SECTION; THENCE NORTH 89° 48' 10" WEST 500.00 FEET TO THE POINT OF BEGINNING. SAID BUILDINGS AND IMPROVEMENTS AS GRANTED BY FEDERAL-MOGUL CORPORATION IN DEED RECORDED JANUARY 07, 1982 AS INSTRUMENT NO. 82-005150 OF OFFICIAL RECORDS OF SAID ORANGE COUNTY, WHICH BUILDINGS AND IMPROVEMENTS ARE AND SHALL REMAIN REAL PROPERTY.

PARCEL 4: APN(S): 241-241-08 AND 241-241-09

ALL BUILDINGS AND IMPROVEMENTS SITUATED ON THAT PORTION OF THE SOUTHWEST ¼ OF SECTION 20, TOWNSHIP 4 SOUTH, RANGE 11 WEST, IN THE RANCHO LOS ALAMITOS, IN THE CITY OF LOS ALAMITOS, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP FILED IN DECREE OF PARTITION IN THE SUPERIOR COURT OF LOS ANGELES COUNTY, CALIFORNIA, CASE NO. 13527, A CERTIFIED COPY OF THE FINAL DECREE OF SAID CASE HAVING BEEN RECORDED FEBRUARY 02, 1891 IN BOOK 14, PAGE 31 OF DEEDS OF SAID ORANGE COUNTY, AS DESCRIBED IN A DEED RECORDED JANUARY 07, 1982 AS INSTRUMENT NO. 82-005150 OF OFFICIAL RECORDS OF SAID ORANGE COUNTY, WHICH BUILDINGS AND IMPROVEMENTS ARE AND SHALL REMAIN REAL PROPERTY, OVER THE LAND DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE LAND DESCRIBED IN THE DESCRIBED IN THE DEED TO FEDERAL-MOGUL-BOWER BEARINGS, INC., RECORDED JANUARY 12, 1961 AS INSTRUMENT NO. 5602 IN BOOK 5586, PAGE 217, OFFICIAL RECORDS; THENCE NORTH 89° 48' 10" WEST 500.00 FEET ALONG THE SOUTH LINE OF SAID SECTION; THENCE NORTH 0° 11' 42" EAST 1290.77 FEET PARALLEL WITH THE WESTERLY LINE OF SAID LAND, TO THE SOUTH LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY RIGHT OF WAY (60.00 FEET WIDE); THENCE SOUTH 89° 48' 10" EAST 500.00 FEET ALONG SAID SOUTH LINE TO THE NORTHWEST CORNER OF SAID LAND; THENCE SOUTH 0° 11' 42" WEST 1290.77 FEET TO THE POINT OF BEGINNING.

APN(S): 241-241-08; 241-241-09; 241-241-10 AND 241-241-11

82-035150

RECORDING REQUESTED BY $11.00

Richard D. Ebenshade
Munger, Tolles & Rickershauer
611 S. Flower Street
Los Angeles, California 90017

Recorded at the request of
TITLE INSURANCE & TRUST CO.
888 JAN 7 1982
AM

AND WHEN RECORDED MAIL TO

Alexander J. Jordan, Jr.
Gaston Snow & Ely Bartlett
One Federal Street
Boston, Massachusetts 02110

MAIL TAX STATEMENTS TO:

Federal-Mogul Corporation
26555 Northwestern Highway
Southfield, Michigan 48034

CORPORATION GRANT DEED

STATE OF CALIFORNIA)
) KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF ORANGE)

THAT THIS INDENTURE made from FEDERAL-MOGUL CORPORATION, a Michigan corporation, with a principal place of business at 26555 Northwestern Highway, Southfield, Michigan 48034, (the successor to Federal-Mogul-Bower Bearings, Inc.) (hereinafter referred to as the "Grantor"), acting by and through its duly authorized officers, to KATELLA AVENUE ASSOCIATES LIMITED PARTNERSHIP, a Connecticut limited partnership, with a principal place of business at c/o Blyth Eastman Paine Webber Incorporated, 1221 Avenue of the Americas, New York, New York 10020, (hereinafter referred to as the "Grantee").

W I T N E S S E T H:

That: (a) said Grantor, in consideration of the sum of ONE DOLLAR ($1.00) and other good and valuable consideration, to it in hand paid, the receipt of which is hereby acknowledged, has GRANTED, SOLD and CONVEYED and by these presents does hereby GRANT, SELL and CONVEY unto the Grantee, its successors and assigns, to and including December 31, 2011, the tracts of land more particu-

larly described in Schedule "A" hereto (hereinafter referred to as the "Land") (subject to the exceptions described in Schedule "B" hereto); the Grantor has further GRANTED, SOLD and CONVEYED and by these presents does hereby GRANT, SELL and CONVEY unto the Grantee the buildings, structures and other improvements, including the building fixtures therein, now or hereafter located on and permanently annexed to the Land, specifically including, without limiting the generality of the foregoing, the walks, ways, ramps, parking facilities, light standards, plants and signs, now or hereafter located on said Land (such buildings, structures and other improvements being hereinafter referred to as the "Improvements");

(b) said Grantor has covenanted and warranted and does hereby covenant and warrant to the Grantee, its successors and assigns, that the Land and the Improvements are free from all lawful claims and demands of all persons claiming through the said Grantor; and said Grantor hereby binds itself, its successors and assigns, to WARRANT AND FOREVER DEFEND all and singular the Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof by, through or under the said Grantor, subject to the exceptions described in Schedule "B" hereto.

TO HAVE AND TO HOLD the above-described Improvements unto the said Grantee, its successors and assigns, forever.

TO HAVE AND TO HOLD the above-described Land unto the said Grantee, its successors and assigns, to and including December 31, 2011. It is the intent of Grantor to create a Fee Simple Estate in the said Improvements to the Grantee, and to create an Estate for Years in the said Land to the Grantee.

IN WITNESS WHEREOF, said Federal-Mogul Corporation, by its Treasurer, Leonard Gay, hereunto duly authorized, has caused

82-005150

these presents to be signed, sealed, acknowledged and delivered, in the presence of the undersigned witnesses, as of the 31st day of December, 1981.

Witnesses:

FEDERAL-MOGUL CORPORATION

Leonard Gay, Treasurer

ATTEST:

ACKNOWLEDGMENT

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

December 31, 1981

Then before me, a Notary Public in and for said State, personally appeared Leonard Gay, known to me to be the Treasurer of Federal-Mogul Corporation, a Michigan corporation, and known to me to be the person whose name is subscribed to the foregoing instrument, and such person swore and acknowledged under oath before me that, acting pursuant to authority given by the Board of Directors of said Federal-Mogul Corporation, he signed and delivered said instrument as his free act and deed and as the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate of acknowledgement first above written.

NOTARY PUBLIC

My Commission Expires:

Schedule A

82-035150

DESCRIPTION:

PARCEL 1:

THAT PORTION OF THE SOUTHWEST QUARTER OF SECTION 20, TOWNSHIP 4 SOUTH, RANGE 11 WEST, IN THE RANCHO LOS ALAMITOS, CITY OF LOS ALAMITOS, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON MAP NO. 2 ATTACHED TO THE FINAL DECREE OF PARTITION OF SAID RANCHO, A CERTIFIED COPY OF WHICH WAS RECORDED FEBRUARY 2, 1881 IN BOOK 14 PAGE 31 OF DEEDS OF ORANGE COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 20, SOUTH 89° 48' 10" EAST 2141.01 FEET FROM THE SOUTHWEST CORNER OF SAID SECTION; THENCE NORTH 0° 11' 42" EAST 1290.77 FEET PARALLEL WITH THE WESTERLY LINE OF SAID SECTION TO THE SOUTH LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY RIGHT OF WAY, 60.00 FEET WIDE; THENCE SOUTH 89° 48' 10" EAST 500.00 FEET ALONG SAID SOUTH LINE TO THE EAST LINE OF SAID SOUTHWEST QUARTER; THENCE SOUTHERLY 1290.77 FEET TO THE SOUTH QUARTER CORNER OF SAID SECTION; THENCE NORTH 89° 48' 10" WEST 500.00 FEET TO THE POINT OF BEGINNING.

EXCEPT ALL OIL, GAS, HYDROCARBONS AND MINERALS LOCATED MORE THAN 500.00 FEET BELOW THE SURFACE OF THE ABOVE DESCRIBED LAND, PROVIDED, HOWEVER, THAT NEITHER GRANTORS, THEIR HEIRS, SUCCESSORS OR ASSIGNS SHALL HAVE ANY RIGHT WHATEVER TO USE ANY PART OF SAID LAND LYING LESS THAN 500.00 FEET FROM THE SURFACE THEREOF FOR THE PURPOSE OF EXPLORING FOR OR PRODUCING OIL, GAS, HYDROCARBONS OR MINERALS FROM SAID LAND, OR FOR ANY OTHER PURPOSE WHATEVER, AS RESERVED IN THE DEED FROM FRANK VESSELS AND GRACE M. VESSELS, RECORDED JULY 29, 1955 IN BOOK 3157 PAGE 203, OFFICIAL RECORDS.

PARCEL 2:

THAT PORTION OF THE SOUTHWEST QUARTER OF SECTION 20, TOWNSHIP 4 SOUTH, RANGE 11 WEST, IN THE RANCHO LOS ALAMITOS, CITY OF LOS ALAMITOS, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP FILED IN DECREE OF PARTITION IN THE SUPERIOR COURT OF LOS ANGELES COUNTY, CALIFORNIA, CASE NO. 13527, A CERTIFIED COPY OF THE FINAL DECREE OF SAID CASE HAVING BEEN RECORDED FEBRUARY 2, 1881 IN BOOK 14 PAGE 31 OF DEEDS OF SAID ORANGE COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE LAND DESCRIBED IN THE DEED TO FEDERAL-MOGUL-BOWER BEARINGS, INC., RECORDED JANUARY 12, 1961 IN BOOK 5586 PAGE 217, OFFICIAL RECORDS; THENCE NORTH 89° 48' 10" WEST 500.00 FEET ALONG THE SOUTH LINE OF SAID SECTION; THENCE NORTH 0° 11'

82-005150

42' EAST 1290.77 FEET PARALLEL WITH THE WESTERLY LINE OF SAID LAND, TO THE SOUTH LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY RIGHT OF WAY (60.00 FEET WIDE); THENCE SOUTH 89° 48' 30" EAST 500.00 FEET ALONG SAID SOUTH LINE TO THE NORTHWEST CORNER OF SAID LAND; THENCE SOUTH 0° 11' 42" WEST 1290.77 FEET TO THE POINT OF BEGINNING."

EXCEPT ALL OIL, GAS, HYDROCARBONS AND MINERALS LOCATED MORE THAN 500 FEET BELOW THE SURFACE OF THE ABOVE DESCRIBED LAND, PROVIDED, HOWEVER, THAT NEITHER GRANTORS, THEIR HEIRS, SUCCESSORS OR ASSIGNS SHALL HAVE ANY RIGHT WHATEVER TO USE ANY PART OF SAID LAND LYING LESS THAN 500 FEET FROM THE SURFACE THEREOF FOR THE PURPOSE OF EXPLORING FOR OR PRODUCING OIL, GAS, HYDROCARBONS OR MINERALS FROM SAID LAND, OR FOR ANY OTHER PURPOSES WHATEVER, AS RESERVED IN THE DEED FROM FRANK VESSELS AND GRACE M. VESSELS RECORDED JULY 29, 1955 IN BOOK 3157 PAGE 203, OFFICIAL RECORDS.

82-035150

Schedule B

1. GENERAL AND SPECIAL TAXES FOR THE FISCAL YEAR 1981-1982
FIRST INSTALLMENT : $3,111.43
SECOND INSTALLMENT: $3,111.43

2. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES, UPON THE TERMS, COVENANTS AND CONDITIONS THEREIN CONTAINED, AS SET FORTH IN AN INSTRUMENT RECORDED IN BOOK 113 PAGE 211, DEEDS.
FOR : ROAD PURPOSES.
AFFECTS : THE SOUTH 30 FEET OF SAID LAND.

3. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES, UPON THE TERMS, COVENANTS AND CONDITIONS THEREIN CONTAINED, AS SET FORTH IN AN INSTRUMENT RECORDED IN BOOK 1140 PAGE 362, OFFICIAL RECORDS, AND RE-RECORDED IN BOOK 1155 PAGE 62, OFFICIAL RECORDS.
IN FAVOR OF: ORANGE COUNTY.
FOR : PUBLIC ROAD PURPOSES.
AFFECTS : THE SOUTH 40 FEET OF SAID LAND.

4. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES, UPON THE TERMS, COVENANTS AND CONDITIONS THEREIN CONTAINED, AS SET FORTH IN AN INSTRUMENT RECORDED IN BOOK 5796 PAGE 175, OFFICIAL RECORDS.
IN FAVOR OF: THE SOUTHERN CALIFORNIA WATER CO.
FOR : WATER PIPE LINES AND APPURTENANCES.
AFFECTS : A PORTION OF SAID LAND.

5. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES, UPON THE TERMS, COVENANTS AND CONDITIONS THEREIN CONTAINED, AS SET FORTH IN AN INSTRUMENT RECORDED IN BOOK 5825 PAGE 928, OFFICIAL RECORDS.
IN FAVOR OF: SOUTHERN CALIFORNIA EDISON COMPANY.
FOR : AN ELECTRICAL SYSTEM.
AFFECTS : PORTIONS OF SAID LAND.

6. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES, UPON THE TERMS, COVENANTS AND CONDITIONS THEREIN CONTAINED, AS SET FORTH IN AN INSTRUMENT RECORDED IN BOOK 6578 PAGE 33, OFFICIAL RECORDS.
IN FAVOR OF: THE CITY OF LOS ALAMITOS.
FOR : PUBLIC ROAD AND HIGHWAY PURPOSES.
AFFECTS : PORTIONS OF SAID LAND.

7. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES, UPON THE TERMS, COVENANTS AND CONDITIONS THEREIN CONTAINED, AS SET FORTH IN AN INSTRUMENT RECORDED IN BOOK 6842 PAGE 598, OFFICIAL RECORDS.
IN FAVOR OF: THE CITY OF LOS ALAMITOS.
FOR : INSTALLATION AND MAINTENANCE OF TRAFFIC DETECTOR.
AFFECTS : PORTIONS OF SAID LAND.

8. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES, UPON THE TERMS, COVENANTS AND CONDITIONS THEREIN CONTAINED, AS SET FORTH IN AN INSTRUMENT RECORDED IN BOOK 8241 PAGE 827, OFFICIAL RECORDS.
IN FAVOR OF: THE CITY OF LOS ALAMITOS.
FOR : PUBLIC STREET AND HIGHWAY PURPOSES.
AFFECTS : PORTIONS OF SAID LAND.

9. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES, UPON THE TERMS, COVENANTS AND CONDITIONS THEREIN CONTAINED, AS SET FORTH IN AN INSTRUMENT RECORDED OCTOBER 15, 1976 IN BOOK 11925 PAGE 225, OFFICIAL RECORDS, AS INSTRUMENT NO. 20053.
IN FAVOR OF: COUNTY SANITATION DISTRICT NO. 3 OF ORANGE COUNTY, CALIFORNIA, A PUBLIC CORPORATION.
FOR : SEWER OR SEWERS AND APPURTENANCES.
AFFECTS : THOSE PORTIONS OF THE SOUTHEAST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER OF SECTION 28, TOWNSHIP 4 SOUTH, RANGE 11 WEST, IN THE COUNTY OF ORANGE, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHEAST CORNER OF SAID SOUTHEAST ONE-QUARTER; THENCE NORTHERLY ALONG THE EASTERLY LINE OF SAID SOUTHEAST ONE-QUARTER TO A LINE THAT IS PARALLEL WITH AND DISTANT NORTHERLY 64.80 FEET FROM THE SOUTH LINE OF SAID SECTION; THENCE WESTERLY ALONG SAID PARALLEL LINE 42.76 FEET TO THE TRUE POINT OF BEGINNING; THENCE NORTH 4° 45' 16" EAST 515.84 FEET TO A POINT IN THE EAST LINE OF SAID SOUTHEAST ONE-QUARTER DISTANT THEREON NORTH 578.07 FEET FROM THE SOUTH ONE-QUARTER CORNER OF SAID SECTION; THENCE SOUTH ALONG SAID EAST LINE 178.07 FEET; THENCE WEST 4.78 FEET; THENCE SOUTH 4° 45' 16" WEST 337.16 FEET TO SAID PARALLEL LINE; THENCE WEST THEREON 10.03 FEET TO THE TRUE POINT OF BEGINNING.

TITLE INSURANCE
AND TRUST

82-005150

Orange County Office
800 North Main St. Santa Ana, California 92703 714 547 3333

DECEMBER 21, 1981

IMPORTANT
In replying refer to
Our No. 635096

Your No.

MUNGER, TOLLES & RICHERSHAUSER
612 SO. FLOWER ST.
LOS ANGELES, CA 90017
ATTN: MR. RICHARD D. ESSENSHADE

AMENDED REPORT

AMENDING EXCEPTION NO. 4 OF OUR REPORT DATED DECEMBER 7, 1981
TO READ:

A. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES, UPON THE TERMS, COVENANTS AND CONDITIONS THEREIN CONTAINED, AS SET FORTH IN AN INSTRUMENT RECORDED IN BOOK 5796 PAGE 475, OFFICIAL RECORDS.
IN FAVOR OF: THE SOUTHERN CALIFORNIA WATER CO.
FOR : WATER PIPE LINES AND APPURTENANCES.
AFFECTS : A PORTION OF SAID LAND.

VERY TRULY YOURS,

MARK LASSITER
TITLE OFFICER

ML/GC
CC: TIM HACKERT---DEWEY VALLENTINE
GEORGE SHAMBECK--HALL & FOREMAN.
COPY OF DOCUMENT ENCLOSED.

A TICOR COMPANY

82-035151

$11.00

RECORDING REQUESTED BY

Richard D. Ebenshade
Munger, Tolles & Rickershauser
612 S. Flower Street
Los Angeles, California 90017

Recorded at the request of
TITLE INSURANCE & TRUST CO.
8:00 JAN 7 1982
A.M.
Orange County, California
Ofelia Branch

AND WHEN RECORDED MAIL TO

Alexander J. Jordan, Jr.
Gaston Snow & Ely Bartlett
One Federal Street
Boston, Massachusetts 02110

MAIL TAX STATEMENTS TO:

Federal-Mogul Corporation
26555 Northwestern Highway
Southfield, Michigan 48034

CORPORATION GRANT DEED

STATE OF CALIFORNIA)
) KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF ORANGE)

THAT THIS INDENTURE made from FEDERAL-MOGUL CORPORATION, a Michigan corporation, with a principal place of business at 26555 Northwestern Highway, Southfield, Michigan 48034, (the successor to Federal-Mogul-Bower Bearings, Inc.) (hereinafter referred to as the "Grantor"), acting by and through its duly authorized officers, to KATELLA CORPORATION, a California corporation, with a principal place of business at c/o Blyth Eastman Paine Webber Incorporated, 1221 Avenue of the Americas, New York, NY 10020 (hereinafter referred to as the "Grantee).

W I T N E S S E T H:

That: (a) said Grantor, in consideration of the sum of ONE DOLLAR ($1.00) and other good and valuable consideration, to it in hand paid, the receipt of which is hereby acknowledged, has GRANTED, SOLD and CONVEYED, and by these presents, does hereby GRANT, SELL and CONVEY unto the Grantee the tracts of land more particularly described in Schedule "A" hereto (hereinafter referred to as the "Land")[subject to the liens, encumbrances and exceptions described in Schedule "B" hereto]; SPECIFICALLY EXCLUD-

ING from the grant of this deed any right, title and interest in and to the buildings, structures and other improvements (including the building fixtures therein, now or hereafter located on and permanently annexed to the Land, specifically including, without limiting the generality of the foregoing, the walks, ways, ramps, parking facilities, light standards, plants and signs, now or hereafter located on said Land, such buildings, structures and other improvements being hereinafter referred to as the "Improvements"), fee title to which such Improvements was previously conveyed to KATELLA AVENUE ASSOCIATES LIMITED PARTNERSHIP, a Connecticut limited partnership, by deed of even date herewith and intended to be recorded immediately prior hereto.

In addition to the liens, encumbrances and exceptions set forth in Schedule "B" hereto, this conveyance is expressly made subject to the prior conveyance by the Grantor of an Estate for Years in the Land to KATELLA AVENUE ASSOCIATES LIMITED PARTNERSHIP, a Connecticut limited partnership, by deed of even date herewith and intended to be recorded immediately prior hereto, which such Estate for Years in the Land shall expire and terminate at twelve o'clock midnight (local time) on December 31, 2011.

(b) Said Grantor has covenanted and warranted and does hereby covenant and warrant to Grantee, its successors and assigns, that the Land is free from all lawful claims and demands of all persons claiming through the Grantor and said Grantor hereby binds itself, its successors and assigns, to WARRANT AND FOREVER DEFEND all and singular the said Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof, by through or under the said Grantor, subject to the exceptions described above and in Schedule "B" hereto.

82-005151

TO HAVE AND TO HOLD the above-described Land unto the said Grantee, its successors and assigns, forever.

IN WITNESS WHEREOF, said Federal-Mogul Corporation, by its Treasurer, Leonard Gay, hereunto duly authorized, has caused these presents to be signed, sealed, acknowledged and delivered, in the presence of the undersigned witnesses, as of the 31st day of December, 1981.

Witnesses:

FEDERAL-MOGUL CORPORATION

Leonard Gay, Treasurer

ATTEST:

ACKNOWLEDGMENT

STATE OF NEW YORK)
)
COUNTY OF NEW YORK)

December 31, 1981

Then before me, a Notary Public in and for said State, personally appeared Leonard Gay, known to me to be the Treasurer of Federal-Mogul Corporation, a Michigan corporation, and known to me to be the person whose name is subscribed to the foregoing instrument, and such person swore and acknowledged under oath before me that, acting pursuant to authority given by the Board of Directors of said Federal-Mogul Corporation, he signed and delivered said instrument as his free act and deed and as the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate of acknowledgement first above written.

NOTARY PUBLIC

My Commission Expires: _____

ROBERT PAROLY
NOTARY PUBLIC, State of New York
No. 41-4825970
Qualified in Queens County
Commission Expires March 30, 1983

82-005151 Schedule A

DESCRIPTION:

PARCEL 1:

THAT PORTION OF THE SOUTHWEST QUARTER OF SECTION 20, TOWNSHIP 4 SOUTH, RANGE 11 WEST, IN THE RANCHO LOS ALAMITOS, CITY OF LOS ALAMITOS, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON MAP NO. 2 ATTACHED TO THE FINAL DECREE OF PARTITION OF SAID RANCHO, A CERTIFIED COPY OF WHICH WAS RECORDED FEBRUARY 2, 1981 IN BOOK 14 PAGE 31 OF DEEDS OF ORANGE COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 20, SOUTH 89° 48' 10" EAST 2141.01 FEET FROM THE SOUTHWEST CORNER OF SAID SECTION; THENCE NORTH 0° 11' 42" EAST 1290.77 FEET PARALLEL WITH THE WESTERLY LINE OF SAID SECTION TO THE SOUTH LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY RIGHT OF WAY, 60.00 FEET WIDE; THENCE SOUTH 89° 48' 10" EAST 500.00 FEET ALONG SAID SOUTH LINE TO THE EAST LINE OF SAID SOUTHWEST QUARTER; THENCE SOUTHERLY 1290.77 FEET TO THE SOUTH QUARTER CORNER OF SAID SECTION; THENCE NORTH 89° 48' 10" WEST 500.00 FEET TO THE POINT OF BEGINNING.

EXCEPT ALL OIL, GAS, HYDROCARBONS AND MINERALS LOCATED MORE THAN 500.00 FEET BELOW THE SURFACE OF THE ABOVE DESCRIBED LAND, PROVIDED, HOWEVER, THAT NEITHER GRANTORS, THEIR HEIRS, SUCCESSORS OR ASSIGNS SHALL HAVE ANY RIGHT WHATEVER TO USE ANY PART OF SAID LAND LYING LESS THAN 500.00 FEET FROM THE SURFACE THEREOF FOR THE PURPOSE OF EXPLORING FOR OR PRODUCING OIL, GAS, HYDROCARBONS OR MINERALS FROM SAID LAND, OR FOR ANY OTHER PURPOSE WHATEVER, AS RESERVED IN THE DEED FROM FRANK VESSELS AND GRACE M. VESSELS, RECORDED JULY 29, 1955 IN BOOK 3157 PAGE 203, OFFICIAL RECORDS.

PARCEL 2:

THAT PORTION OF THE SOUTHWEST QUARTER OF SECTION 20, TOWNSHIP 4 SOUTH, RANGE 11 WEST, IN THE RANCHO LOS ALAMITOS, CITY OF LOS ALAMITOS, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP FILED IN DECREE OF PARTITION IN THE SUPERIOR COURT OF LOS ANGELES COUNTY, CALIFORNIA; CASE NO. 13527, A CERTIFIED COPY OF THE FINAL DECREE OF SAID CASE HAVING BEEN RECORDED FEBRUARY 2, 1891 IN BOOK 14 PAGE 31 OF DEEDS OF SAID ORANGE COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE LAND DESCRIBED IN THE DEED TO FEDERAL-MOGUL-BOWER BEARINGS, INC., RECORDED JANUARY 12, 1961 IN BOOK 5586 PAGE 217, OFFICIAL RECORDS; THENCE NORTH 89° 48' 10" WEST 500.00 FEET ALONG THE SOUTH LINE OF SAID SECTION; THENCE NORTH 0° 11'

82-005151

42" EAST 1290.77 FEET PARALLEL WITH THE WESTERLY LINE OF SAID LAND, TO THE SOUTH LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY RIGHT OF WAY (60.00 FEET WIDE); THENCE SOUTH 89° 48' 10" EAST 500.00 FEET ALONG SAID SOUTH LINE TO THE NORTHEAST CORNER OF SAID LAND; THENCE SOUTH 0° 11' 42" WEST 1290.77 FEET TO THE POINT OF BEGINNING.

EXCEPT ALL OIL, GAS, HYDROCARBONS AND MINERALS LOCATED MORE THAN 500 FEET BELOW THE SURFACE OF THE ABOVE DESCRIBED LAND, PROVIDED, HOWEVER, THAT NEITHER GRANTORS, THEIR HEIRS, SUCCESSORS OR ASSIGNS SHALL HAVE ANY RIGHT WHATEVER TO USE ANY PART OF SAID LAND LYING LESS THAN 500 FEET FROM THE SURFACE THEREOF FOR THE PURPOSE OF EXPLORING FOR OR PRODUCING OIL, GAS, HYDROCARBONS OR MINERALS FROM SAID LAND, OR FOR ANY OTHER PURPOSES WHATEVER, AS RESERVED IN THE DEED FROM FRANK VESSELS AND GRACE M. VESSELS RECORDED JULY 29, 1955 IN BOOK 3157 PAGE 203, OFFICIAL RECORDS.

82-005151

Schedule B

1. GENERAL AND SPECIAL TAXES FOR THE FISCAL YEAR 1981-1982
FIRST INSTALLMENT : $3,111.43
SECOND INSTALLMENT: $3,111.43

2. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES, UPON THE TERMS, COVENANTS AND CONDITIONS THEREIN CONTAINED, AS SET FORTH IN AN INSTRUMENT RECORDED IN BOOK 113 PAGE 211, DEEDS.
FOR : ROAD PURPOSES.
AFFECTS : THE SOUTH 20 FEET OF SAID LAND.

3. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES, UPON THE TERMS, COVENANTS AND CONDITIONS THEREIN CONTAINED, AS SET FORTH IN AN INSTRUMENT RECORDED IN BOOK 1140 PAGE 362, OFFICIAL RECORDS, AND RE-RECORDED IN BOOK 1153 PAGE 62, OFFICIAL RECORDS.
IN FAVOR OF: ORANGE COUNTY.
FOR : PUBLIC ROAD PURPOSES.
AFFECTS : THE SOUTH 40 FEET OF SAID LAND.

4. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES, UPON THE TERMS, COVENANTS AND CONDITIONS THEREIN CONTAINED, AS SET FORTH IN AN INSTRUMENT RECORDED IN BOOK 5796 PAGE 175, OFFICIAL RECORDS.
IN FAVOR OF: THE SOUTHERN CALIFORNIA WATER CO.
FOR : WATER PIPE LINES AND APPURTENANCES.
AFFECTS : A PORTION OF SAID LAND.

5. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES, UPON THE TERMS, COVENANTS AND CONDITIONS THEREIN CONTAINED, AS SET FORTH IN AN INSTRUMENT RECORDED IN BOOK 5825 PAGE 828, OFFICIAL RECORDS.
IN FAVOR OF: SOUTHERN CALIFORNIA EDISON COMPANY.
FOR : AN ELECTRICAL SYSTEM.
AFFECTS : PORTIONS OF SAID LAND.

6. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES, UPON THE TERMS, COVENANTS AND CONDITIONS THEREIN CONTAINED, AS SET FORTH IN AN INSTRUMENT RECORDED IN BOOK 6578 PAGE 33, OFFICIAL RECORDS.
IN FAVOR OF: THE CITY OF LOS ALAMITOS.
FOR : PUBLIC ROAD AND HIGHWAY PURPOSES.
AFFECTS : PORTIONS OF SAID LAND.

7. AN EASEMENT AFFECTING THE PORTION OF [illegible] AND FOR THE PURPOSES STATED HEREIN, AND I[illegible]RPOSES, UPON THE TERMS, COVENANTS AND CONDITIONS THEREIN CONTAINED, AS SET FORTH IN AN INSTRUMENT RECORDED IN BOOK 6842 PAGE 598, OFFICIAL RECORDS.
IN FAVOR OF: THE CITY OF LOS ALAMITOS.
FOR : INSTALLATION AND MAINTENANCE OF TRAFFIC DETECTOR.
AFFECTS : PORTIONS OF SAID LAND.

8. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES, UPON THE TERMS, COVENANTS AND CONDITIONS THEREIN CONTAINED, AS SET FORTH IN AN INSTRUMENT RECORDED IN BOOK 9241 PAGE 827, OFFICIAL RECORDS.
IN FAVOR OF: THE CITY OF LOS ALAMITOS.
FOR : PUBLIC STREET AND HIGHWAY PURPOSES.
AFFECTS : PORTIONS OF SAID LAND.

9. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES, UPON THE TERMS, COVENANTS AND CONDITIONS THEREIN CONTAINED, AS SET FORTH IN AN INSTRUMENT RECORDED OCTOBER 15, 1976 IN BOOK 11926 PAGE 225, OFFICIA RECORDS, AS INSTRUMENT NO. 20053.
IN FAVOR OF: COUNTY SANITATION DISTRICT NO. 3 OF ORANGE COUNTY, CALIFORNIA, A PUBLIC CORPORATION.
FOR : SEWER OR SEWERS AND APPURTENANCES.
AFFECTS : THOSE PORTIONS OF THE SOUTHEAST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER OF SECTION 20, TOWNSHIP 4 SOUTH RANGE 11 WEST, IN THE COUNTY OF ORANGE, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHEAST CORNER OF SAID SOUTHEAST ONE-QUARTER; THENCE NORTHERLY ALONG THE EASTERLY LINE OF SAID SOUTHEAST ONE-QUART TO A LINE THAT IS PARALLEL WITH AND DISTANT NORTHERLY 64.00 FEET FROM THE SOUTH LINE OF SAID SECTION; THENCE WESTERLY ALONG SAID PARALLEL LINE 42.76 FEET TO THE TRUE POINT OF BEGINNING; THENCE NORTH 4° 45' 16" EAST 515.84 FEET TO A POINT IN THE EAST LINE OF SAID SOUTHEAST ONE-QUARTER DISTANT THEREON NORTH 578.07 FEET FROM THE SOUT ONE-QUARTER CORNER OF SAID SECTION; THENCE SOUTH ALONG SAID EAST LINE 178.07 FEET; THENCE WEST 4.78 FEET; THENCE SOUTH 4° 45' 16" WEST 337.16 FEET TO SAID PARALLEL LINE; THENCE WEST THEREON 10.03 FEET TO THE TRUE POINT OF BEGINNING.

TITLE INSURANCE
AND TRUST

82-005151

Orange County Office
[illegible] Main Street Santa Ana California 92707 714 547 3333

DECEMBER 21, 1981

IMPORTANT
When replying refer to
Our No 635098

MUNGER, TOLLES & RICHERSHAUSER
612 SO. FLOWER ST.
LOS ANGELES, CA 90017
ATTN: MR. RICHARD D. ESBENSHADE

Your No

RT

AMENDING EXCEPTION NO. 4 OF OUR REPORT DATED DECEMBER 7, 1981
TO READ:

4. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES, UPON THE TERMS, COVENANTS AND CONDITIONS THEREIN CONTAINED, AS SET FORTH IN AN INSTRUMENT RECORDED IN BOOK 5796 PAGE 475, OFFICIAL RECORDS.
IN FAVOR C[illegible] SOUTHERN CALIFORNIA WATER CO.
FOR : WATER PIPE LINES AND APPURTENANCES.
AFFECTS : A PORTION OF SAID LAND.

VERY TRULY YOURS,

MARK LASSITER
TITLE OFFICER

ML/GC
CC: TIM HACKERT---DEWEY VALLENTINE
GEORGE SHAMBECK--HALL & FOREMAN.
COPY OF DOCUMENT ENCLOSED.

84-335680

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO

James Malefakis
Chadbourne, Parke, Whiteside
& Wolff
30 Rockefeller Plaza
New York, New York 10112

$12.00
C13

MAIL TAX STATEMENTS TO:

JCB, Inc.
One Lexington Avenue
New York, New York 10010

Assessor's Parcel Numbers: 241-241-08
241-241-09
241-241-10
241-241-11

RECORDING REQUESTED BY
TICOR TITLE INS. CO. OF CALIF.
RECORDED IN OFFICIAL RECORDS
OF ORANGE COUNTY, CALIFORNIA

-3 50 PM AUG 13 '84

COUNTY RECORDER

T16620896TH

CORPORATION GRANT DEED

STATE OF CALIFORNIA)
) KNOW ALL MEN BY THESE PRESENTS:
COUNTY OF ORANGE)

THAT THIS INDENTURE made from KATELLA CORPORATION, a California corporation, with a principal place of business at c/o Blyth-Eastman Paine Webber Incorporated, 1221 Avenue of the Americas, New York, N.Y. 10020 (hereinafter referred to as the "Grantor"), acting by and through its duly authorized officers, to JCB, INC., a Delaware corporation, wholly-owned by James Benenson, Jr. and Sharon Benenson, as trustees under a Trust Agreement dated April 28, 1983 between Janet Calvert Brown, grantor, and James Benenson, Jr. and Sharon Benenson, trustees, for the benefit of James Benenson III, Clement Chambers Benenson, et al., having an address at One Lexington Avenue, New York, New York 10010 (hereinafter referred to as the "Grantee").

W I T N E S S E T H :

That said Grantor, in consideration of the sum of ONE DOLLAR ($1.00) and other good and valuable consideration, to it in hand paid, the receipt of which is hereby acknowledged, has GRANTED, SOLD AND CONVEYED, and by these presents, does hereby GRANT, SELL AND CONVEY unto the Grantee all of Grantor's right, title and interest in and to the tracts of land more

MAIL TAX STATEMENTS AS DIRECTED ABOVE

particularly described in Schedule "A" hereto (hereinafter referred to as the "Land"), subject to the liens, encumbrances and exceptions described in Schedule "B" hereto; SPECIFICALLY EXCLUDING from the grant of this deed any right, title and interest in and to the buildings, structures and other improvements (including the building fixtures therein) now or hereafter located on and permanently annexed to the Land, specifically including, without limiting the generality of the foregoing, the walks, ways, ramps, parking facilities, light standards, plants and signs, now or hereafter located on said Land (such buildings, structures and other improvements being hereinafter referred to as the "Improvements"), fee title to which such Improvements was previously conveyed to KATELLA AVENUE ASSOCIATES LIMITED PARTNERSHIP, a Connecticut limited partnership.

In addition to the liens, encumbrances and exceptions set forth in Schedule "B" hereto, this conveyance is expressly made subject to the prior conveyance of an Estate for Years in the Land to KATELLA AVENUE ASSOCIATES LIMITED PARTNERSHIP, a Connecticut limited partnership, which such Estate for Years in the Land shall expire and terminate at twelve o'clock midnight (local time) on December 31, 2011.

TO HAVE AND TO HOLD the above-described Land unto the said Grantee, its successors and assigns, forever.

IN WITNESS WHEREOF, said Katella Corporation, by its President, John F. Perkowski, hereunto duly authorized, has caused these presents to be signed, sealed, acknowledged and delivered, in the presence of the undersigned

84-335680

witnesses, as of the 19th day of July, 1984.

KATELLA CORPORATION

ATTEST

By _____
Title: President

_____
Assistant Secretary

By _____
Title: Vice President

ACKNOWLEDGMENT

STATE OF NEW YORK)
: SS.:
COUNTY OF NEW YORK)

On this 19th day of July, 1984, before me personally came John F. Perkowski, to me known, who, being by me duly sworn, did depose and say that he resides at Lamington Road, Whitehouse, New Jersey; that he is the President of Katella Corporation, the corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation, and that he signed his name thereto by like order.

_____
Notary Public

CHRISTOPHER P. MORIARTY
Notary Public, State of New York
No. 31-4988[illegible]
Qualified in New York County
Commission Expires March 30, 1[illegible]

84-335680 Schedule A

TION:

L 1:

T PORTION OF THE SOUTHWEST QUARTER OF SECTION 20, TOWNSHIP 4 SOUTH, GE 11 WEST, IN THE RANCHO LOS ALAMITOS, CITY OF LOS ALAMITOS, OUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON MAP NO. 2 ATTACHED TO THE FINAL DECREE OF PARTITION OF SAID RANCHO, A CERTIFIED COPY OF WHICH WAS RECORDED FEBRUARY 2, 1881 IN BOOK 14 PAGE 31 OF DEEDS OF ORANGE COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 20, SOUTH 89° 48' 10" EAST 2141.01 FEET FROM THE SOUTHWEST CORNER OF SAID SECTION; THENCE NORTH 0° 11' 42" EAST 1290.77 FEET PARALLEL WITH THE WESTERLY LINE OF SAID SECTION TO THE SOUTH LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY RIGHT OF WAY, 60.00 FEET WIDE; THENCE SOUTH 89° 48' 10" EAST 500.00 FEET ALONG SAID SOUTH LINE TO THE EAST LINE OF SAID SOUTHWEST QUARTER; THENCE SOUTHERLY 1290.77 FEET TO THE SOUTH QUARTER CORNER OF SAID SECTION; THENCE NORTH 89° 48' 10" WEST 500.00 FEET TO THE POINT OF BEGINNING.

EXCEPT ALL OIL, GAS, HYDROCARBONS AND MINERALS LOCATED MORE THAN 500.00 FEET BELOW THE SURFACE OF THE ABOVE DESCRIBED LAND, PROVIDED, HOWEVER, THAT NEITHER GRANTORS, THEIR HEIRS, SUCCESSORS OR ASSIGNS SHALL HAVE ANY RIGHT WHATEVER TO USE ANY PART OF SAID LAND LYING LESS THAN 500.00 FEET FROM THE SURFACE THEREOF FOR THE PURPOSE OF EXPLORING FOR OR PRODUCING OIL, GAS, HYDROCARBONS OR MINERALS FROM SAID LAND, OR FOR ANY OTHER PURPOSE WHATEVER, AS RESERVED IN THE DEED FROM FRANK VESSELS AND GRACE M. VESSELS, RECORDED JULY 29, 1955 IN BOOK 5137 PAGE 203, OFFICIAL RECORDS.

PARCEL 2:

THAT PORTION OF THE SOUTHWEST QUARTER OF SECTION 20, TOWNSHIP 4 SOUTH, RANGE 11 WEST, IN THE RANCHO LOS ALAMITOS, CITY OF LOS ALAMITOS, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP FILED IN DECREE OF PARTITION IN THE SUPERIOR COURT OF LOS ANGELES COUNTY, CALIFORNIA, CASE NO. 13527, A CERTIFIED COPY OF THE FINAL DECREE OF SAID CASE HAVING BEEN RECORDED FEBRUARY 2, 1891 IN BOOK 14 PAGE 31 OF DEEDS OF SAID ORANGE COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE LAND DESCRIBED IN THE DEED TO FEDERAL-MOGUL-BOWER BEARINGS, INC., RECORDED JANUARY 12, 1961 IN BOOK 5586 PAGE 217, OFFICIAL RECORDS; THENCE NORTH 89° 48' 10" WEST 500.00 FEET ALONG THE SOUTH LINE OF SAID SECTION; THENCE NORTH 0° 12'

84-335680

2" EAST 1290.77 FEET PARALLEL WITH THE WESTERLY LINE OF SAID LAND, TO THE SOUTH LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY RIGHT OF WAY (60.00 FEET WIDE); THENCE SOUTH 89° 48' 10" EAST 500.08 FEET ALONG SAID SOUTH LINE TO THE NORTHWEST CORNER OF SAID LAND; THENCE SOUTH 0° 11' 42" WEST 1290.77 FEET TO THE POINT OF BEGINNING.

EXCEPT ALL OIL, GAS, HYDROCARBONS AND MINERALS LOCATED MORE THAN 500 FEET BELOW THE SURFACE OF THE ABOVE DESCRIBED LAND, PROVIDED, HOWEVER, THAT NEITHER GRANTORS, THEIR HEIRS, SUCCESSORS OR ASSIGNS SHALL HAVE ANY RIGHT WHATEVER TO USE ANY PART OF SAID LAND LYING LESS THAN 500 FEET FROM THE SURFACE THEREOF FOR THE PURPOSE OF EXPLORING FOR OR PRODUCING OIL, GAS, HYDROCARBONS OR MINERALS FROM SAID LAND, OR FOR ANY OTHER PURPOSES WHATEVER, AS RESERVED IN THE DEED FROM FRANK VESSELS AND GRACE M. VESSELS RECORDED JULY 29, 1955 IN BOOK 3157 PAGE 203, OFFICIAL RECORDS.

84-335680

Schedule B

GENERAL AND SPECIAL COUNTY AND CITY TAXES
THE FISCAL YEAR 1984-1985, A LIEN NOT YET PAYABLE.

2. THE LIEN OF SUPPLEMENTAL TAXES, IF ANY, ASSESSED PURSUANT TO THE PROVISIONS OF CHAPTER 498, STATUTES OF 1983 OF THE STATE OF CALIFORNIA.

3. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES.
FOR : ROAD PURPOSES.
RECORDED : IN BOOK 193 PAGE 211, DEEDS.
AFFECTS : THE SOUTH 30 FEET OF SAID LAND.

4. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES.
IN FAVOR OF : ORANGE COUNTY.
FOR : PUBLIC ROAD PURPOSES.
RECORDED : IN BOOK 1148 PAGE 362, OFFICIAL RECORDS, AND RE-RECORDED IN BOOK 1155 PAGE 62, OFFICIAL RECORDS.
AFFECTS : THE SOUTH 48 FEET OF SAID LAND.

5. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES.
IN FAVOR OF : THE SOUTHERN CALIFORNIA WATER COMPANY.
FOR : WATER PIPE LINES AND APPURTENANCES.
RECORDED : JULY 26, 1961 IN BOOK 5796 PAGE 475, OFFICIAL RECORDS, AS INSTRUMENT NO. 16789.
AFFECTS : A PORTION OF SAID LAND.

6. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES.
IN FAVOR OF : SOUTHERN CALIFORNIA EDISON COMPANY.
FOR : AN ELECTRICAL SYSTEM.
RECORDED : IN BOOK 5825 PAGE 928, OFFICIAL RECORDS.
AFFECTS : PORTIONS OF SAID LAND.

7. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES.
IN FAVOR OF : THE CITY OF LOS ALAMITOS.
FOR : PUBLIC ROAD AND HIGHWAY PURPOSES.
RECORDED : IN BOOK 6578 PAGE 33, OFFICIAL RECORDS.
AFFECTS : PORTIONS OF SAID LAND.

84-335680

Schedule B

Page 2

8. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES.
IN FAVOR OF : THE CITY OF LOS ALAMITOS.
FOR : INSTALLATION AND MAINTENANCE OF TRAFFIC DETECTOR.
RECORDED : IN BOOK 6842 PAGE 598, OFFICIAL RECORDS.
AFFECTS : PORTIONS OF SAID LAND.

9. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES.
IN FAVOR OF : THE CITY OF LOS ALAMITOS.
FOR : PUBLIC STREET AND HIGHWAY PURPOSES.
RECORDED : IN BOOK 9241 PAGE 627, OFFICIAL RECORDS.
AFFECTS : PORTIONS OF SAID LAND.

10. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES.
IN FAVOR OF : COUNTY SANITATION DISTRICT NO. 3 OF ORANGE COUNTY, CALIFORNIA, A PUBLIC CORPORATION.
FOR : SEWER OR SEWERS AND APPURTENANCES.
RECORDED : OCTOBER 15, 1976 IN BOOK 11926 PAGE 225, OFFICIAL RECORDS, AS INSTRUMENT NO. 20853.
AFFECTS : THOSE PORTIONS OF THE SOUTHEAST ONE-QUARTER OF THE SOUTHWEST ONE-QUARTER OF SECTION 20, TOWNSHIP 4 SOUTH, RANGE 11 WEST, IN THE COUNTY OF ORANGE, STATE OF CALIFORNIA, DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHEAST CORNER OF SAID SOUTHEAST ONE-QUARTER; THENCE NORTHERLY ALONG THE EASTERLY LINE OF SAID SOUTHEAST ONE-QUARTER TO A LINE THAT IS PARALLEL WITH AND DISTANT NORTHERLY 64.00 FEET FROM THE SOUTH LINE OF SAID SECTION; THENCE WESTERLY ALONG SAID PARALLEL LINE 42.76 FEET TO THE TRUE POINT IN THE EAST LINE OF SAID SOUTHEAST ONE-QUARTER DISTANT THEREON NORTH 578.07 FEET FROM THE SOUTH ONE-QUARTER CORNER OF SAID SECTION; THENCE SOUTH ALONG SAID EAST LINE 178.07 FEET; THENCE WEST 4.78 FEET; THENCE SOUTH 4 DEGREES 43 MINUTES 16 SECONDS WEST 337.16 FEET TO SAID PARALLEL LINE; THENCE WEST THEREON 10.63 FEET TO THE TRUE POINT OF BEGINNING.

11. A DEED OF TRUST TO SECURE AN INDEBTEDNESS IN THE ORIGINAL AMOUNT STATED HEREIN
DATED : DECEMBER 31, 1981.
AMOUNT : $43,742,729.00
TRUSTOR : RATELLA CORPORATION, A CALIFORNIA CORPORATION.
TRUSTEE : SHAWMUT BANK OF BOSTON, N.A.
BENEFICIARY : AETNA LIFE INSURANCE COMPANY AND TRUSTEES OF GENERAL ELECTRIC PENSION TRUST.
RECORDED : JANUARY 7, 1982.
INSTRUMENT NO.: 82-003132, OFFICIAL RECORDS.

84-335680

Schedule B

Page 3

12. THE LESSOR'S INTEREST IN THE LEASE REFERRED TO IN PARAGRAPH 14 HEREIN, GIVEN AS ADDITIONAL SECURITY FOR THE PAYMENT OF THE INDEBTEDNESS SECURED BY SAID DEED OF TRUST, WAS ASSIGNED OF RECORD BY AN INSTRUMENT RECORDED JANUARY 7, 1982, AS DOCUMENT NO. 82-005155, OFFICIAL RECORDS.
ASSIGNOR: KATELLA AVENUE ASSOCIATES LIMITED PARTNERSHIP, A CONNECTICUT LIMITED PARTNERSHIP.
ASSIGNEE: SHAWMUT BANK OF BOSTON, N.A.

13. AN UNRECORDED LEASE, AFFECTING THE PREMISES HEREIN STATED, EXECUTED BY AND BETWEEN THE PARTIES NAMED HEREIN, FOR THE TERM AND UPON THE TERMS, COVENANTS AND CONDITIONS THEREIN PROVIDED.
LESSOR : KATELLA AVENUE ASSOCIATES, LIMITED PARTNERSHIP.
LESSEE : FEDERAL-MOGUL CORPORATION.
RECORDED : JANUARY 7, 1982, AS DOCUMENT NO. 82-005154, OFFICIAL RECORDS.

THE TERM OF SAID LEASE AND THE EXTENSION THEREOF, AS THEREIN PROVIDED WILL EXTEND PAST THE TERM OF OWNERSHIP THE LESSOR THEREIN IN THE DEED RECORDED JANUARY 7, 1982, AS DOCUMENT NO. 82-005150, OFFICIAL RECORDS, UNLESS THE LESSOR EXERCISES OPTIONS IN ITS FAVOR TO ACQUIRE TITLE.

14. AN OPTION AND SUBORDINATION AGREEMENT, EXECUTED BY AND BETWEEN KATELLA CORPORATION, AS OPTIONOR AND KATELLA AVENUE ASSOCIATES LIMITED PARTNERSHIP, AS OPTIONEE, FOR THE PURPOSES, AND UPON THE TERMS, COVENANTS AND CONDITIONS, ALL AS MORE PARTICULARLY SET FORTH THEREIN, RECORDED JANUARY 7, 1982, AS DOCUMENT NO. 82-005153, OFFICIAL RECORDS.

SAID INSTRUMENT CONTAINS A RIGHT OF FIRST REFUSAL IN FAVOR OF OPTIONEE.

15. A NON-DISTURBANCE, ATTORNMENT AND SUBORDINATION AGREEMENT, DATED DECEMBER 31, 1981, EXECUTED BY AND BETWEEN FEDERAL-MOGUL CORPORATION, (LESSEE), AND SHAWMUT BANK OF BOSTON, N.A., AS TRUSTEE UPON THE TERMS, COVENANTS AND CONDITIONS AS THEREIN PROVIDED, RECORDED JANUARY 7, 1982 AS DOCUMENT NO. 82-005154, OFFICIAL RECORDS.

16. A FINANCING STATEMENT SHOWING THE MAXIMUM AMOUNT OF INDEBTEDNESS
DEBTOR KATELLA AVENUE ASSOCIATES LIMITED PARTNERSHIP.
SECURED PARTY : SHAWMUT BANK OF BOSTON, N.A., AS TRUSTEE.
FILED/RECORDED : MARCH 14, 1983, AND AS DOCUMENT NO. 83-108512.
IN THE OFFICE OF: COUNTY RECORDER.

DOC # 93-0740211
29-OCT-1993 09:47 AM

Recorded in Official Records
of Orange County, California
Lee A. Branch- County Recorder
Page 1 of 5 Fees: $ 57.00
Tax: $ 66.00

COMPLETE THIS INFORMATION:

RECORDING REQUESTED BY:

CHICAGO TITLE

AND WHEN RECORDED MAIL TO:
Benjamin D. Jogodnik, Esq.
Klehr Harrison Harvey Branzburg &
Ellers
51 Haddonfield Road
Colwick, Suite 200
Cherry Hill, New Jersey 08002

THIS SPACE FOR RECORDERS USE ONLY

TYPE OF DOCUMENT GRANT DEED (land)

10-5-1-R

Order Number: 650777-8

THIS PAGE IS ADDED TO PROVIDE SPACE FOR RECORDING INFORMATION

(Additional recording fee applies)

6038D

RECORDING REQUESTED BY:

Katella Avenue Associates Limited
Partnership

WHEN RECORDED MAIL TO:
Benjamin D. Jogodnik, Esq.
Klehr Harrison Harvey Branzburg & Ellers
51 Haddonfield Road
Colwick, Suite 200
Cherry Hill, New Jersey 08002

MAIL TAX STATEMENTS TO:

Tinicum Corporation
Two Brecksville Commons
8221 Brecksville Road
Brecksville, Ohio 44141

GRANT DEED
(Land)

The undersigned Grantor declares:
Documentary transfer tax is $66.00.
FULL VALUE

For valuable consideration, receipt of which is hereby acknowledged, Katella Avenue Associates Limited Partnership, a Connecticut Limited Partnership ("Grantor"), hereby grants to Tinicum Corporation, a Delaware corporation ("Grantee"), all of Grantor's right, title and interest in and to that certain real property located in the County of Orange, State of California, and which is more particularly described in Exhibit A attached hereto and incorporated herein by reference, excepting and reserving to Grantor, however, an estate for a term of years expiring at 11:59 p.m. Pacific Standard Time on December 31, 2006.

IN WITNESS WHEREOF, Grantor has executed and delivered this Grant Deed.

Dated: October 29, 1993

Katella Avenue Associates Limited Partnership, a Connecticut Partnership

By: PW Katella Corporation
a Delaware corporation,

Its: General Partner

By: Joseph R Dyer

Its: Vice President

MAIL TAX STATEMENTS TO RETURN ADDRESS ABOVE

COMMONWEALTH OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

BE IT REMEMBERED, that on this 26th day of October, 1993, before me, the subscriber, personally appeared Stephen R. Dyer, Vice President of PW KATELLA CORPORATION, a Delaware Corporation, in its capacity as the General Partner of KATELLA AVENUE ASSOCIATES LIMITED PARTNERSHIP, a Connecticut Limited Partnership, who, I am satisfied, is the person who signed, sealed with the corporate seal and delivered the same as such officer aforesaid, and that the within instrument is the voluntary act and deed of such corporation, in such capacity.

Jane P. Henderson
Notary Public

My Commission Expires: 6/20/97

EXHIBIT A
(LAND)

AN ESTATE FOR A TERM OF YEARS TERMINATING ON DECEMBER 31, 2011 AND AFFECTING THE BELOW DESCRIBED REAL PROPERTY:

PARCEL 1:

THAT PORTION OF THE SOUTHWEST QUARTER OF SECTION 20, TOWNSHIP 4 SOUTH, RANGE 11 WEST, IN THE RANCHO LOS ALAMITOS, CITY OF LOS ALAMITOS, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON MAP NO. 2 ATTACHED TO THE FINAL DECREE OF PARTITION OF SAID RANCHO. A CERTIFIED COPY OF WHICH WAS RECORDED FEBRUARY 2, 1891 IN BOOK 14, PAGE 31 OF DEEDS OF ORANGE COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 20, SOUTH 89° 48' 10" EAST 2141.01 FEET FROM THE SOUTHWEST CORNER OF SAID SECTION; THENCE NORTH 0° 11' 42" EAST 1290.77 FEET PARALLEL WITH THE WESTERLY LINE OF SAID SECTION TO THE SOUTH LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY RIGHT OF WAY, 60.00 FEET WIDE; THENCE SOUTH 89° 48' 10" EAST 500.00 FEET ALONG SAID SOUTH LINE TO THE EAST LINE OF SAID SOUTHWEST QUARTER; THENCE SOUTHERLY 1290.77 FEET TO THE SOUTH QUARTER CORNER OF SAID SECTION; THENCE NORTH 89° 48' 10" WEST 500.00 FEET TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM ALL BUILDINGS, STRUCTURES AND OTHER IMPROVEMENTS (INCLUDING THE BUILDING FIXTURES THEREIN, NOW OR HEREAFTER LOCATED ON AND PERMANENTLY ANNEXED TO THE LAND), AS EXCEPTED IN A CONVEYANCE FROM FEDERAL-MOGUL CORPORATION, A MICHIGAN CORPORATION, THE SUCCESSOR TO FEDERAL-MOGUL-BOWER BEARINGS, INC. TO KATELLA CORPORATION, A CALIFORNIA CORPORATION DATED DECEMBER 31, 1981 AND RECORDED JANUARY 7, 1982 AS INSTRUMENT NO. 82-005151, OFFICIAL RECORDS.

EXCEPT ALL OIL, GAS, HYDROCARBONS AND MINERALS LOCATED MORE THAN 500.00 FEET BELOW THE SURFACE OF THE ABOVE DESCRIBED LAND, PROVIDED, HOWEVER, THAT NEITHER GRANTORS, THEIR HEIRS, SUCCESSORS OR ASSIGNS SHALL HAVE ANY RIGHT WHATEVER TO USE ANY PART OF SAID LAND LYING LESS THAN 300.00 FEET FROM THE SURFACE THEREOF FOR THE PURPOSE OF EXPLORING FOR OR PRODUCING OIL, GAS, HYDROCARBONS OR MINERALS FROM SAID LAND, OR FOR ANY OTHER PURPOSE WHATEVER, AS RESERVED IN THE DEED FROM FRANK VESSELS AND GRACE M. VESSELS, RECORDED JULY 29, 1953 IN BOOK 3157, PAGE 203, OFFICIAL RECORDS.

PARCEL 2:

THAT PORTION OF THE SOUTHWEST QUARTER OF SECTION 20, TOWNSHIP 4 SOUTH, RANGE 11 WEST, IN THE RANCHO LOS ALAMITOS, CITY OF LOS ALAMITOS, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP FILED IN DECREE OF PARTITION IN THE SUPERIOR COURT OF LOS ANGELES COUNTY, CALIFORNIA, CASE NO. 13527, A CERTIFIED COPY OF THE FINAL DECREE OF SAID CASE HAVING BEEN RECORDED FEBRUARY 2, 1891 IN BOOK 14, PAGE 31 OF DEEDS OF SAID ORANGE COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE LAND DESCRIBED IN THE DEED TO FEDERAL-MOGUL-BOWER BEARINGS, INC., RECORDED JANUARY 12, 1961 IN BOOK 5586, PAGE 217, OFFICIAL RECORDS; THENCE NORTH 89° 48' 10" WEST 500.00 FEET ALONG THE SOUTH LINE OF SAID SECTION; THENCE NORTH 0° 11' 42" EAST 1290.77 FEET PARALLEL WITH THE WESTERLY LINE OF SAID LAND, TO THE SOUTH LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY RIGHT OF WAY (60.00 FEET WIDE); THENCE SOUTH 89° 48' 10" EAST 500.00 FEET ALONG SAID SOUTH LINE TO THE NORTHWEST CORNER OF SAID LAND; THENCE SOUTH 0° 11' 42" WEST 1290.77 FEET TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM ALL BUILDINGS, STRUCTURES AND OTHER IMPROVEMENTS (INCLUDING THE BUILDING FIXTURES THEREIN, NOW OR HEREAFTER LOCATED ON AND PERMANENTLY ANNEXED TO THE

LAND), AS EXCEPTED IN A CONVEYANCE FROM FEDERAL-MOGUL CORPORATION, A MICHIGAN CORPORATION, THE SUCCESSOR TO FEDERAL-MOGUL-BOWER BEARINGS, INC. TO KATELLA CORPORATION, A CALIFORNIA CORPORATION DATED DECEMBER 31, 1981 AND RECORDED JANUARY 7, 1982 AS INSTRUMENT NO. 82-005151, OFFICIAL RECORDS.

EXCEPT ALL OIL, GAS, HYDROCARBONS AND MINERALS LOCATED MORE THAN 500.00 FEET BELOW THE SURFACE OF THE ABOVE DESCRIBED LAND, PROVIDED, HOWEVER, THAT NEITHER GRANTORS, THEIR HEIRS, SUCCESSORS OR ASSIGNS SHALL HAVE ANY RIGHT WHATEVER TO USE ANY PART OF SAID LAND LYING LESS THAN 500.00 FEET FROM THE SURFACE THEREOF FOR THE PURPOSE OF EXPLORING FOR OR PRODUCING OIL, GAS, HYDROCARBONS OR MINERALS FROM SAID LAND, OR FOR ANY OTHER PURPOSE WHATEVER, AS RESERVED IN THE DEED FROM FRANK VESSELS AND GRACE M. VESSELS, RECORDED JULY 29, 1955 IN BOOK 3157, PAGE 203, OFFICIAL RECORDS.

COMPLETE THIS INFORMATION:

RECORDING REQUESTED BY:

CHICAGO TITLE

AND WHEN RECORDED MAIL TO:
enjamin D. Jogodnik, Esq.
lehr Harrison Harvey Branzburg &
:llers
1 Haddonfield Road
olwick, Suite 200
:herry Hill, New Jersey 08002

DOC # 93-0740212
29-OCT-1993 09:47 AM

Recorded in Official Records
of Orange County, California
Lee A. Branch, County Recorder
Page 1 of 4 Fees: $ 54.00
Tax: $ 1,430.00

THIS SPACE FOR RECORDERS USE ONLY

TYPE OF DOCUMENT GRANT DEED (Improvements)

THIS PAGE IS ADDED TO PROVIDE SPACE FOR RECORDING INFORMATION

(Additional recording fee applies)

6646D

RECORDING REQUESTED BY:

Katella Avenue Associates Limited
Partnership

WHEN RECORDED MAIL TO:
Benjamin D. Jogodnik, Esq.
Klehr Harrison Harvey Branzburg & Ellers
51 Haddonfield Road
Colwick, Suite 200
Cherry Hill, New Jersey 08002

MAIL TAX STATEMENTS TO:

Katella Avenue Corporation
Two Brecksville Commons
8221 Brecksville Road
Brecksville, Ohio 44141

GRANT DEED
(Improvements)

The undersigned Grantor declares:
Documentary transfer tax is $1,430.
FULL VALUE

For valuable consideration, receipt of which is hereby acknowledged, Katella Avenue Associates Limited Partnership, a Connecticut Limited Partnership ("Grantor"), hereby grants to Katella Avenue Corporation, a Delaware corporation ("Grantee"), all of Grantor's right, title and interest in and to all buildings, structures and other improvements located on that certain real property located in the County of Orange, State of California, and which is more particularly described in Exhibit A attached hereto and incorporated herein by reference, excepting and reserving to Grantor, however, an estate for a term of years expiring at 11:59 p.m. Pacific Standard Time on December 31, 2006.

IN WITNESS WHEREOF, Grantor has executed and delivered this Grant Deed.

Dated: October 29, 1993

Katella Avenue Associates Limited Partnership, a Connecticut Partnership

By: PW Katella Corporation
a Delaware corporation,

Its: General Partner

By: Stephen R Dyer

Its: Vice President

COMMONWEALTH OF MASSACHUSETTS)
) ss.
COUNTY OF SUFFOLK)

BE IT REMEMBERED, that on this 26th day of October, 1993, before me, the subscriber, personally appeared Stephen R. Dyer, Vice President of PW KATELLA CORPORATION, a Delaware Corporation, in its capacity as the General Partner of KATELLA AVENUE ASSOCIATES LIMITED PARTNERSHIP, a Connecticut Limited Partnership, who, I am satisfied, is the person who signed, sealed with the corporate seal and delivered the same as such officer aforesaid, and that the within instrument is the voluntary act and deed of such corporation, in such capacity.

Joan R. Henderson
Notary Public

My Commission Expires: 6/20/97

EXHIBIT "A"
(IMPROVEMENTS)

PARCEL 1:

THAT PORTION OF THE SOUTHWEST QUARTER OF SECTION 20, TOWNSHIP 4 SOUTH, RANGE 11 WEST, IN THE RANCHO LOS ALAMITOS, CITY OF LOS ALAMITOS, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON MAP NO. 2 ATTACHED TO THE FINAL DECREE OF PARTITION OF SAID RANCHO, A CERTIFIED COPY OF WHICH WAS RECORDED FEBRUARY 2, 1891 IN BOOK 14, PAGE 31 OF DEEDS OF ORANGE COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 20, SOUTH 89° 48' 10" EAST 2141.01 FEET FROM THE SOUTHWEST CORNER OF SAID SECTION; THENCE NORTH 0° 11' 42" EAST 1290.77 FEET PARALLEL WITH THE WESTERLY LINE OF SAID SECTION TO THE SOUTH LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY RIGHT OF WAY, 60.00 FEET WIDE; THENCE SOUTH 89° 48' 10" EAST 500.00 FEET ALONG SAID SOUTH LINE TO THE EAST LINE OF SAID SOUTHWEST QUARTER; THENCE SOUTHERLY 1290.77 FEET TO THE SOUTH QUARTER CORNER OF SAID SECTION; THENCE NORTH 89° 48' 10" WEST 500.00 FEET TO THE POINT OF BEGINNING.

EXCEPT ALL OIL, GAS, HYDROCARBONS AND MINERALS LOCATED MORE THAN 500.00 FEET BELOW THE SURFACE OF THE ABOVE DESCRIBED LAND, PROVIDED, HOWEVER, THAT NEITHER GRANTORS, THEIR HEIRS, SUCCESSORS OR ASSIGNS SHALL HAVE ANY RIGHT WHATEVER TO USE ANY PART OF SAID LAND LYING LESS THAN 500.00 FEET FROM THE SURFACE THEREOF FOR THE PURPOSE OF EXPLORING FOR OR PRODUCING OIL, GAS, HYDROCARBONS OR MINERALS FROM SAID LAND, OR FOR ANY OTHER PURPOSE WHATEVER, AS RESERVED IN THE DEED FROM FRANK VESSELS AND GRACE M. VESSELS, RECORDED JULY 29, 1955 IN BOOK 3157, PAGE 203, OFFICIAL RECORDS.

PARCEL 2:

THAT PORTION OF THE SOUTHWEST QUARTER OF SECTION 20, TOWNSHIP 4 SOUTH, RANGE 11 WEST, IN THE RANCHO LOS ALAMITOS, CITY OF LOS ALAMITOS, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP FILED IN DECREE OF PARTITION IN THE SUPERIOR COURT OF LOS ANGELES COUNTY, CALIFORNIA, CASE NO. 13527, A CERTIFIED COPY OF THE FINAL DECREE OF SAID CASE HAVING BEEN RECORDED FEBRUARY 2, 1891 IN BOOK 14, PAGE 31 OF DEEDS OF SAID ORANGE COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE LAND DESCRIBED IN THE DEED TO FEDERAL-MOGUL-BOWER BEARINGS, INC., RECORDED JANUARY 12, 1961 IN BOOK 5586, PAGE 217, OFFICIAL RECORDS; THENCE NORTH 89° 48' 10" WEST 500.00 FEET ALONG THE SOUTH LINE OF SAID SECTION; THENCE NORTH 0° 11' 42" EAST 1290.77 FEET PARALLEL WITH THE WESTERLY LINE OF SAID LAND, TO THE SOUTH LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY RIGHT OF WAY (60.00 FEET WIDE); THENCE SOUTH 89° 48' 10" EAST 500.00 FEET ALONG SAID SOUTH LINE TO THE NORTHWEST CORNER OF SAID LAND; THENCE SOUTH 0° 11' 42" WEST 1290.77 FEET TO THE POINT OF BEGINNING.

EXCEPT ALL OIL, GAS, HYDROCARBONS AND MINERALS LOCATED MORE THAN 500.00 FEET BELOW THE SURFACE OF THE ABOVE DESCRIBED LAND, PROVIDED, HOWEVER, THAT NEITHER GRANTORS, THEIR HEIRS, SUCCESSORS OR ASSIGNS SHALL HAVE ANY RIGHT WHATEVER TO USE ANY PART OF SAID LAND LYING LESS THAN 500.00 FEET FROM THE SURFACE THEREOF FOR THE PURPOSE OF EXPLORING FOR OR PRODUCING OIL, GAS, HYDROCARBONS OR MINERALS FROM SAID LAND, OR FOR ANY OTHER PURPOSE WHATEVER, AS RESERVED IN THE DEED FROM FRANK VESSELS AND GRACE M. VESSELS, RECORDED JULY 29, 1955 IN BOOK 3157, PAGE 203, OFFICIAL RECORDS.

Recorded in Official Records, Orange County
Hugh Nguyen, Clerk-Recorder

159.00

* $ R 0 0 0 7 9 0 3 7 5 5 $ *

2015000545054 1:21 pm 10/19/15

47 406 D11 A34 A36 U08 F16 .42

0.00 0.00 0.00 0.00 123.00 0.00 0.00 0.00

Recording Requested By
First American Title Company
National Commercial Services

Recording Requested By, and After
Recording Return to:
McCarthy, Lebit, Crystal & Liffman Co.,
L.P.A.
101 West Prospect Avenue, Suite 1800
Cleveland, Ohio 44115-1088
Attn: Michael D. Makofsky

NCS-751354-A

SPACE ABOVE THIS LINE FOR RECORDER'S USE ONLY

LEASEHOLD DEED OF TRUST, ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT AND FIXTURE FILING

KATELLA AVENUE CORPORATION,
"KATELLA"

TO

FIRST AMERICAN TITLE INSURANCE COMPANY
AS TRUSTEE

FOR THE BENEFIT OF

FIFTH THIRD BANK,
"LENDER"

DATED: AS OF OCTOBER 16, 2015

Property Address

4400-4411 Katella Avenue, Los
Alamitos, California 90720

APNs: 241-241-1 and 241-241-11
County: Orange

THIS LEASEHOLD DEED OF TRUST, ASSIGNMENT OF LEASES AND RENTS, SECURITY AGREEMENT AND FIXTURE FILING (this "Deed of Trust") is made as of the 16th day of October, 2015, by **KATELLA AVENUE CORPORATION**, a Delaware corporation, as trustor ("Katella "), whose address is 8223 Brecksville Road, Suite 100, Brecksville, Ohio 44141, to **FIRST AMERICAN TITLE INSURANCE COMPANY**, as trustee ("Trustee"), whose address is 3281 E. Guasti Road, Suite 440, Ontario, CA 91761 for the benefit of **FIFTH THIRD BANK**, an Ohio banking corporation, as beneficiary ("Lender") whose address is 600 Superior Avenue, East, Cleveland, Ohio 44114.

WITNESSETH:

THAT FOR THE PURPOSES OF SECURING:

(1) A loan (the "Loan") by Lender to Katella pursuant to that certain Loan Agreement of even date herewith by and between Katella and Lender (together with all renewals, amendments, modifications, increases and extensions thereof, the "Loan Agreement") in the aggregate principal amount not to exceed TWELVE MILLION AND NO/100 DOLLARS ($12,000,000.00), as evidenced by that certain Term Note dated as of even date herewith in the principal amount of TWELVE MILLION AND NO/100 DOLLARS ($12,000,000.00) from Katella to the order of Lender, together with interest thereon evidenced (together with all renewals, amendments, modifications, increases and extensions thereof, the "Note", and together with the Loan Agreement and each other document executed in connection therewith, the "Loan Documents");

(2) The full and prompt payment and performance of all of the provisions, agreements, covenants and obligations herein contained and contained in any other agreements, documents or instruments now or hereafter evidencing, guarantying, securing or otherwise relating to the indebtedness evidenced by the Note, whether executed or delivered by Katella or by any indemnitor or guarantor with respect to any obligation of Katella under the Loan Documents (each, hereinafter, an "Indemnitor"), as defined herein, or jointly and severally;

(3) Any and all additional advances made by Lender to protect or preserve the Property or the lien or security interest created hereby on the Property, or for Taxes and Other Charges (each as defined in Section 1.5) or Insurance Premiums (each as defined in Section 1.6) as hereinafter provided or for performance of any of Katella's obligations hereunder or under the other Loan Documents or the payment of rents under the Ground Lease or for any other purpose provided herein or in the other Loan Documents (whether or not Katella remains the tenant under the Ground Lease of the Property at the time of such advances), and any and all costs and expenses incurred by Lender hereunder in performing the obligations required to be performed by Katella or otherwise incurred by Lender pursuant to the terms of this Deed of Trust, together with interest on each such advance, cost or expense (which interest shall accrue at the Default Rate (as defined in the Loan Agreement) from the date such amounts are advanced or paid by Lender until the date repaid by Katella); and

(4) Any and all other indebtedness now owing or which may hereafter be owing by Katella to Lender, including, without limitation, all prepayment fees, however and whenever incurred or evidenced, whether express or implied, direct or indirect, absolute or contingent, or due or to become due, and all renewals, modifications, consolidations, replacements and extensions thereof;

(All of the sums referred to in Paragraphs (1) through (4) above are herein sometimes referred to as the "Obligations") and for and in consideration of the sum of Ten and no/100 Dollars ($10.00), and other valuable consideration, the receipt and sufficiency of which are hereby conclusively acknowledged, KATELLA HAS IRREVOCABLY GRANTED, BARGAINED, SOLD and CONVEYED, and by these presents does GRANT, BARGAIN, SELL and CONVEY, unto Trustee, in trust, with power of sale, in all of Katella's estate, right, title and interest in, to and under any and all of the following described property, whether now owned or hereafter acquired (collectively, the "Property"):

A. All the right, title and interest which Katella has or may have in and to that certain piece or parcel of real estate situated in Los Alamitos, County of Orange, State of California, and more particularly described on Exhibit A attached hereto and made a part hereof (the "Real Estate"), including, without limitation, the leasehold estate created by, and all rights of Katella as lessee under, that certain Lease dated January 1, 2012, by and between JCB, Inc., a Delaware corporation, as landlord, and Katella, as tenant, as amended by that certain First Amendment to Lease and Ratification of Lease Agreement dated as of October 16, 2015 which Memorandum of Lease is filed for record as Instrument Number concurrent herewith in the Official Records of Orange County, California Records (the "Ground Lease") and all modifications, extensions and renewals of the Ground Lease and all credits, deposits, options, purchase options, privileges and rights of Katella under the Ground Lease, including, but not limited to, the right, if any, to renew or extend the Ground Lease or to acquire fee title to or other interest in any or all of the Real Estate;

B. All of the easements, rights, privileges, franchises, tenements, hereditaments and appurtenances now or hereafter thereunto belonging or in any way appertaining and all of the estate, right, title, interest, claim and demand whatsoever of Katella therein or thereto, either at law or in equity, in possession or in expectancy, now or hereafter acquired;

C. All structures, buildings and improvements of every kind and description now or at any time hereafter located or placed on the Real Estate (the "Improvements");

D. All furniture, furnishings, fixtures, goods, equipment, inventory or personal property owned by Katella and now or hereafter located on, attached to or used in and about the Improvements, including, but not limited to, all machines, engines, boilers, dynamos, elevators, stokers, tanks, cabinets, awnings, screens, shades, blinds, carpets. draperies, lawn mowers, and all appliances, plumbing, heating, air conditioning, lighting, ventilating, refrigerating, disposal and incinerating equipment, and all fixtures and appurtenances thereto, and such other goods and chattels and personal property owned by Katella as are now or hereafter used or furnished in operating the Improvements, or the activities conducted therein, and all building materials and equipment hereafter situated on or about the Real Estate or Improvements, and all warranties and guaranties relating thereto, and all additions thereto and substitutions and replacements therefor (exclusive of any of the foregoing owned or leased by tenants of space in the Improvements);

E. All easements, rights-of-way, strips and gores of land, vaults, streets, ways, alleys, passages, sewer rights, air rights and other development rights now or hereafter located on the Real Estate or under or above the same or any part or parcel thereof, and all estates, rights, titles, interests, tenements, hereditaments and appurtenances, reversions and remainders whatsoever, in any way belonging, relating or appertaining to the Real Estate and/or Improvements or any part thereof, or which hereafter shall in any way belong, relate or be appurtenant thereto, whether now owned or hereafter acquired by Katella;

F. All water, ditches, wells, reservoirs and drains and all water, ditch, well, reservoir and drainage rights which are appurtenant to, located on, under or above or used in connection with the Real Estate or the Improvements, or any part thereof, whether now existing or hereafter created or acquired;

G. All minerals, crops, timber, trees, shrubs, flowers and landscaping features now or hereafter located on, under or above the Real Estate;

H. All cash funds, deposit accounts and other rights and evidence of rights to cash, now or hereafter created or held by Lender pursuant to this Deed of Trust or any other of the Loan Documents;

I. All leases (including, without limitation, oil, gas and mineral leases), licenses, concessions and occupancy agreements of all or any part of the Real Estate or the Improvements now or

Exhibit A

Real property in the City of Los Alamitos, County of Orange, State of California, described as follows:

PARCEL 1: APN(S): 241-241-10 AND 241-241-11

THAT PORTION OF THE SOUTHWEST ¼ OF SECTION 20, TOWNSHIP 4 SOUTH, RANGE 11

WEST, IN THE RANCHO LOS ALAMITOS, IN THE CITY OF LOS ALAMITOS, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON MAP NO. 2 ATTACHED TO THE FINAL DECREE OF PARTITION OF SAID RANCHO, A CERTIFIED COPY OF WHICH WAS RECORDED FEBRUARY 02, 1891 IN BOOK 14, PAGE 31 OF DEEDS OF ORANGE COUNTY, CALIFORNIA, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 20, SOUTH 89° 48' 10" EAST 2141.01 FEET FROM THE SOUTHWEST CORNER OF SAID SECTION; THENCE NORTH 0° 11' 42" EAST 1290.77 FEET PARALLEL WITH THE WESTERLY LINE OF SAID SECTION TO THE SOUTH LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY RIGHT OF WAY 60.00 FEET WIDE; THENCE SOUTH 89° 48' 10" EAST 500.00 FEET ALONG LAST SAID SOUTH LINE TO THE EAST LINE OF SAID SOUTHWEST ¼; THENCE SOUTHERLY 1290.77 FEET TO THE SOUTH QUARTER SECTION CORNER OF SAID SECTION; THENCE NORTH 89° 48' 10" WEST 500.00 FEET TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM ALL BUILDINGS AND IMPROVEMENTS AS DESCRIBED IN A DEED RECORDED JANUARY 07, 1982 AS INSTRUMENT NO. 82-005150 OF OFFICIAL RECORDS OF SAID ORANGE COUNTY, WHICH BUILDINGS AND IMPROVEMENTS ARE AND SHALL REMAIN REAL PROPERTY.

ALSO EXCEPTING THEREFROM ALL OIL, GAS, HYDROCARBONS AND MINERALS LOCATED MORE THAN 500 FEET BELOW THE SURFACE OF THE ABOVE DESCRIBED LAND, PROVIDED, HOWEVER, THAT NEITHER GRANTORS, THEIR HEIRS, SUCCESSORS OR ASSIGNS SHALL HAVE ANY RIGHT WHATEVER TO USE ANY PART OF SAID LAND LYING LESS THAN 500.00 FEET FROM THE SURFACE THEREOF FOR THE PURPOSE OF EXPLORING FOR OR PRODUCING OIL, GAS, HYDROCARBONS OR MINERALS FROM SAID LAND, OR FOR ANY OTHER PURPOSE WHATEVER, AS RESERVED IN DEED FROM FRANK VESSELS AND GRACE M. VESSELS RECORDED JULY 29, 1955 IN BOOK 3157, PAGE 203 OF OFFICIAL RECORDS.

PARCEL 2: APN(S): 241-241-08 AND 241-241-09

THAT PORTION OF THE SOUTHWEST ¼ OF SECTION 20, TOWNSHIP 4 SOUTH, RANGE 11 WEST, IN THE RANCHO LOS ALAMITOS, IN THE CITY OF LOS ALAMITOS, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP FILED IN DECREE OF PARTITION IN THE SUPERIOR COURT OF LOS ANGELES COUNTY, CALIFORNIA, CASE NO. 13527, A CERTIFIED COPY OF THE FINAL DECREE OF SAID CASE HAVING BEEN RECORDED FEBRUARY 02, 1891 IN BOOK 14, PAGE 31 OF DEEDS OF SAID ORANGE COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE LAND DESCRIBED IN THE DEED TO FEDERAL-MOGUL-BOWER BEARINGS, INC., RECORDED JANUARY 12, 1961 IN BOOK 5586, PAGE 217, OFFICIAL RECORDS; THENCE NORTH 89° 48' 10" WEST 500.00 FEET ALONG THE SOUTH LINE OF SAID SECTION; THENCE NORTH 0° 11' 42" EAST 1290.77 FEET PARALLEL WITH THE WESTERLY LINE OF SAID LAND, TO THE SOUTH LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY RIGHT OF WAY (60.00 FEET WIDE); THENCE SOUTH 89° 48' 10" EAST 500.00 FEET ALONG SAID SOUTH LINE TO THE NORTHWEST CORNER OF SAID LAND; THENCE SOUTH 0° 11' 42" WEST 1290.77 FEET TO THE POINT OF BEGINNING.

EXCEPTING THEREFROM ALL BUILDINGS AND IMPROVEMENTS AS DESCRIBED IN A DEED RECORDED JANUARY 07, 1982 AS INSTRUMENT NO. 82-005150 OF OFFICIAL RECORDS OF SAID ORANGE COUNTY, WHICH BUILDINGS AND IMPROVEMENTS ARE AND SHALL REMAIN REAL PROPERTY.

ALSO EXCEPTING THEREFROM ALL OIL, GAS, HYDROCARBONS AND MINERALS LOCATED MORE THAN 500 FEET BELOW THE SURFACE OF THE ABOVE DESCRIBED LAND, PROVIDED, HOWEVER, THAT NEITHER GRANTORS, THEIR HEIRS, SUCCESSORS OR ASSIGNS SHALL HAVE ANY RIGHT WHATEVER TO USE ANY PART OF SAID LAND LYING LESS THAN 500.00 FEET FROM THE SURFACE THEREOF FOR THE PURPOSE OF EXPLORING FOR OR PRODUCING OIL, GAS, HYDROCARBONS OR MINERALS FOR SAID LAND, OR FOR ANY OTHER PURPOSE WHATEVER, AS RESERVED IN DEED FROM FRANK VESSELS AND GRACE M. VESSELS RECORDED JULY 29, 1955-

IN BOOK 3157, PAGE 203 OF OFFICIAL RECORDS.

PARCEL 3: APN(S): 241-241-10 AND 241-241-11

ALL BUILDINGS AND IMPROVEMENTS SITUATED ON THAT PORTION OF THE SOUTHWEST ¼ OF SECTION 20, TOWNSHIP 4 SOUTH, RANGE 11 WEST, IN THE RANCHO LOS ALAMITOS, IN THE CITY OF LOS ALAMITOS, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS SHOWN ON MAP NO. 2 ATTACHED TO THE FINAL DECREE OF PARTITION OF SAID RANCHO, A CERTIFIED COPY OF WHICH WAS RECORDED FEBRUARY 02, 1891 IN BOOK 14, PAGE 31 OF DEEDS OF ORANGE COUNTY, CALIFORNIA, AS DESCRIBED IN A DEED RECORDED JANUARY 07, 1982 AS INSTRUMENT NO. 82-005150 OF OFFICIAL RECORDS OF SAID ORANGE COUNTY, WHICH BUILDINGS AND IMPROVEMENTS ARE AND SHALL REMAIN REAL PROPERTY, OVER THE LAND DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTH LINE OF SAID SECTION 20, SOUTH 89° 48' 10" EAST 2141.01 FEET FROM THE SOUTHWEST CORNER OF SAID SECTION; THENCE NORTH 0° 11' 42" EAST 1290.77 FEET PARALLEL WITH THE WESTERLY LINE OF SAID SECTION TO THE SOUTH LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY RIGHT OF WAY 60.00 FEET WIDE; THENCE SOUTH 89° 48' 10" EAST 500.00 FEET ALONG LAST SAID SOUTH LINE TO THE EAST LINE OF SAID SOUTHWEST ¼; THENCE SOUTHERLY 1290.77 FEET TO THE SOUTH QUARTER SECTION CORNER OF SAID SECTION; THENCE NORTH 89° 48' 10" WEST 500.00 FEET TO THE POINT OF BEGINNING. SAID BUILDINGS AND IMPROVEMENTS AS GRANTED BY FEDERAL-MOGUL CORPORATION IN DEED RECORDED JANUARY 07, 1982 AS INSTRUMENT NO. 82-005150 OF OFFICIAL RECORDS OF SAID ORANGE COUNTY, WHICH BUILDINGS AND IMPROVEMENTS ARE AND SHALL REMAIN REAL PROPERTY.

PARCEL 4: APN(S): 241-241-08 AND 241-241-09

ALL BUILDINGS AND IMPROVEMENTS SITUATED ON THAT PORTION OF THE SOUTHWEST ¼ OF SECTION 20, TOWNSHIP 4 SOUTH, RANGE 11 WEST, IN THE RANCHO LOS ALAMITOS, IN THE CITY OF LOS ALAMITOS, COUNTY OF ORANGE, STATE OF CALIFORNIA, AS PER MAP FILED IN DECREE OF PARTITION IN THE SUPERIOR COURT OF LOS ANGELES COUNTY, CALIFORNIA, CASE NO. 13527, A CERTIFIED COPY OF THE FINAL DECREE OF SAID CASE HAVING BEEN RECORDED FEBRUARY 02, 1891 IN BOOK 14, PAGE 31 OF DEEDS OF SAID ORANGE COUNTY, AS DESCRIBED IN A DEED RECORDED JANUARY 07, 1982 AS INSTRUMENT NO. 82-005150 OF OFFICIAL RECORDS OF SAID ORANGE COUNTY, WHICH BUILDINGS AND IMPROVEMENTS ARE AND SHALL REMAIN REAL PROPERTY, OVER THE LAND DESCRIBED AS FOLLOWS:

BEGINNING AT THE SOUTHWEST CORNER OF THE LAND DESCRIBED IN THE DESCRIBED IN THE DEED TO FEDERAL-MOGUL-BOWER BEARINGS, INC., RECORDED JANUARY 12, 1961 AS INSTRUMENT NO. 5602 IN BOOK 5586, PAGE 217, OFFICIAL RECORDS; THENCE NORTH 89° 48' 10" WEST 500.00 FEET ALONG THE SOUTH LINE OF SAID SECTION; THENCE NORTH 0° 11' 42" EAST 1290.77 FEET PARALLEL WITH THE WESTERLY LINE OF SAID LAND, TO THE SOUTH LINE OF THE SOUTHERN PACIFIC RAILROAD COMPANY RIGHT OF WAY (60.00 FEET WIDE); THENCE SOUTH 89° 46' 10" EAST 500.00 FEET ALONG SAID SOUTH LINE TO THE NORTHWEST CORNER OF SAID LAND; THENCE SOUTH 0° 11' 42" WEST 1290.77 FEET TO THE POINT OF BEGINNING.

ATTACHMENT 2

CITY OF
Los Alamitos
California

3191 Katella Avenue
Los Alamitos, CA 90720-5600
Telephone: (562) 431-3538
FAX: (562) 493-1255
www.cityoflosalamitos.org

March 23, 2016

Certified Mail
Hand Delivery

James Benenson
JCB Inc. Tinicum Corporation
4411 Katella Avenue
Los Alamitos, CA 90720

Subject: Notice of Intention to Record a Notice of Violation
4411 Katella Avenue, Los Alamitos CA APN 241-241-08, 09, 10, 11

Dear Sirs,

The City of Los Alamitos has received information that the 28 acre site commonly known as the Arrowhead Site may have been subdivided in violation of the Subdivision Map Act. Upon review of the submitted deed and title report the City has determined that the creation of those parcels on February 2, 1891 may not create legal parcels since those parcels were created prior to 1893, and further that the property and its improvements may have not been subdivided in accordance with the Subdivision Map Act in effect at the time of recordation of the deed.

This letter is written to provide an opportunity for you, and all other parties involved with the subject property, in accordance with Government Code section 66499.36, to offer evidence to prove that the subject division of land is not in violation. The meeting is scheduled for:

Hearing Body:	Los Alamitos Subdivision Committee
Date:	Wednesday April 27, 2016
Time:	7 p.m.
Location:	City of Los Alamitos Council Chamber 3191 Katella Avenue Los Alamitos CA 90702

You must inform this office of your intent to attend such a meeting within 15 days of receipt of this notice. Failure to attend could result in the recordation of a notice of violation. To inform the City of your intention to attend the hearing, you may contact me during regular working hours Monday through Thursday from 7:30 a.m. to 5:30 p.m. at (562) 431-3538 X 300.

Sincerely,

Steven A. Mendoza
Development Services Director

ATTACHMENT 3

manatt
manatt | phelps | phillips

Susan K. Hori
Manatt, Phelps & Phillips, LLP
Direct Dial: (714) 371-2528
E-mail: shori@manatt.com

VIA ELECTRONIC MAIL AND U.S. MAIL

March 31, 2016

Client-Matter: 47667-031

Steven A. Mendoza
Development Services Director
City of Los Alamitos
3191 Katella Avenue
Los Alamitos, CA 90720-5500

Re: 4411 Katella Avenue, Los Alamitos, CA
Notice of Intention to Record a Notice of Violation

Dear Steve:

On behalf of JCB, Inc., the landowner of 4411 Katella Avenue, this letter is to confirm our receipt of your letter dated March 23, 2016 which was hand delivered to James Benenson on March 23, 2016. Pursuant to the direction in the letter, JCB, Inc., through its attorneys, intend to attend the meeting of the Subdivision Committee on April 27, 2016 to respond to the City's allegation that its 28 acre parcel was not subdivided in accordance with the Subdivision Map Act.

If you have any questions, or if there is additional information that the City would like to provide us regarding the nature of its investigations or the upcoming Subdivision Committee hearing, please do not hesitate to contact me.

Very truly yours,

Susan K. Hori

Susan K. Hori

cc: James Benenson
Keith Allen-Niesen

316770185.1

ATTACHMENT 4

CITY OF
Los Alamitos
California

3191 Katella Avenue
Los Alamitos, CA 90720-5600
Telephone: (562) 431-3538
FAX: (562) 493-1255
www.cityoflosalamitos.org

April 18, 2016 Certified Mail

James Benenson
JCB, Inc. Tinicum Corporation
4411 Katella Avenue
Los Alamitos, CA 90720

Katella Avenue Corporation
8223 Brecksville Road, Suite 100
Brecksville, OH 44141

Katella Avenue Corporation
c/o CSC – Lawyers Incorporating Service
2710 Gateway Oaks Drive, Suite 150N
Sacramento, CA 95833

First American Title Insurance Company National Commercial Services
777 So. Figueroa St., Suite 400
Los Angeles, CA 90017

Susan Hori, Partner
Manatt, Phelps & Phillips, LLP
Park Tower
695 Town Center Drive, 14th Floor
Costa Mesa, CA 92626

Subject: *Revised - Notice of Intention to Record a Notice of Violation*
4411 Katella Avenue, Los Alamitos CA APN 241-241-08, 09, 10, 11

Dear Sir or Madam:

The City of Los Alamitos has received information that the 28 acre site commonly known as the Arrowhead Site may have been subdivided in violation of the Subdivision Map Act. Upon review of the submitted deed and title report, the City has determined that the creation of those parcels on February 2, 1891 may not create legal parcels since those parcels were created prior to 1893, and further, that the property and its improvements may have not been subdivided in accordance with the Subdivision Map Act in effect at the time of recordation of the deed.

This letter is written to provide an opportunity for you, and all other parties involved with the subject property, in accordance with Government Code Section 66499.36, to offer evidence to prove that the subject division of land is not in violation and that the improvements were not separated from the parcels as we suspect. The meeting is scheduled for:

Hearing Body:	Los Alamitos Subdivision Committee
Date:	Revised to May 25, 2016
Time:	7:00 p.m.
Location:	City of Los Alamitos Council Chamber 3191 Katella Avenue Los Alamitos CA 90720

You must inform this office of your intent to attend such a meeting within 15 days of receipt of this notice. Failure to attend could result in the recordation of a notice of violation. To inform the City of your intention to attend the hearing, or to provide evidence that the subdivision is in compliance, you may contact me during regular working hours Monday through Thursday from 7:30 a.m. to 5:30 p.m. at (562) 431-3538, ext. 300.

Sincerely,

Steven A. Mendoza
Development Services Director

Attachment: 1) Correspondence from Mr. Art Debolt

manatt
manatt | phelps | phillips

Susan K. Hori
Manatt, Phelps & Phillips, LLP
Direct Dial: (714) 371-2528
E-mail: shori@manatt.com

VIA ELECTRONIC MAIL AND U.S. MAIL

April 26, 2016

Client-Matter: 47667-031

Steven A. Mendoza
Development Services Director
City of Los Alamitos
3191 Katella Avenue
Los Alamitos, CA 90720-5500

Re: 4411 Katella Avenue, Los Alamitos, CA
REVISED Notice of Intention to Record a Notice of Violation, dated April 18, 2016

Dear Steve:

On behalf of JCB, Inc., the landowner of 4411 Katella Avenue, this letter is to confirm our receipt of your letter dated April 18, 2016 that was delivered by certified mail. Pursuant to the direction in the letter, JCB, Inc., through its attorneys, intend to attend the meeting of the Subdivision Committee on May 25, 2016 to respond to the City's allegation that its 28 acre parcel was not subdivided in accordance with the Subdivision Map Act.

If you have any questions, or if there is additional information that the City would like to provide us regarding the nature of its investigations or the upcoming Subdivision Committee hearing, please do not hesitate to contact me.

Very truly yours,

Susan K. Hori

Susan K. Hori

cc: James Benenson
Keith Allen-Niesen

316896580.1