

FP EXHIBIT E

Form of Partial Assignment of Promissory Note-LP

By executing and delivering this **PARTIAL ASSIGNMENT OF PROMISSORY NOTE-LP** (this “**Assignment**”) to **FC PIER 70, LLC** (“**Developer**”), the **PORT COMMISSION OF SAN FRANCISCO** (the “**Port**”) assigns to Developer and relinquishes all future claims to 45% of the sums payable to the Port under Promissory Note-LP.

Delivery of a copy of this Assignment to the Special Fund Trustee or the Indenture Trustee, as applicable, will serve as the Port’s instructions to disburse 45% of all future payments made for application to Promissory Note-LP to Developer, with the remaining 55% paid to the Port.

PORT:

CITY AND COUNTY OF SAN FRANCISCO, a municipal corporation, operating by and through the San Francisco Port Commission

By: _____
Elaine Forbes
Port Director

Date: _____

Authorized by the Port Resolution No. 17-43
and Board Resolution No. _____

APPROVED AS TO FORM:
Dennis J. Herrera, City Attorney

By: _____
Joanne Sakai
Deputy City Attorney