

[Not for Recording]
City and County of San Francisco
Director of Property
25 Van Ness Avenue
Suite 400
San Francisco, CA 94102

OFFER OF IMPROVEMENTS

(7th Street Intersections Infrastructure Improvements)

FOCIL-MB, LLC, a Delaware limited liability company ("FOCIL") does hereby irrevocably offer to the City and County of San Francisco, a municipal corporation ("City"), and its successors and assigns, all of the right-of-way improvements and underground public utility facilities constructed or installed by or on behalf of FOCIL pursuant to Street Improvement Permit 04IE-600 (Mission Bay) dated September 21, 2004, issued thereunder, for 7th Street Intersections Infrastructure Improvements, and the improvement plans and specifications described therein, but excepting therefrom those portions of the facilities which are identified on the "as-built" drawings delivered to and on file with the City as PG&E service conduits and vaults, and SBC service conduits.

The property where the improvements are located is shown on Exhibit A hereto, constituting City property located in the City.

It is understood and agreed that: (i) upon acceptance of this offer of public improvements the City shall own and be responsible for maintenance of the offered public facilities and improvements, and (ii) the City and its successors or assigns shall incur no liability or obligation whatsoever hereunder with respect to such offer of public improvements, and, except as may be provided by separate instrument, shall not assume any responsibility for the offered improvements, unless and until such offer has been accepted by appropriate action of the Board of Supervisors.

The provisions hereof shall inure to the benefit of and be binding upon the heirs, successors, assigns and personal representatives of the respective parties hereto.

IN WITNESS WHEREOF, the undersigned has executed this instrument this 19th day of October, 2007.

FOCIL-MB, LLC,
a Delaware limited liability company

By: Farallon Capital Management, L.L.C.,
a Delaware limited liability company,
Its Manager

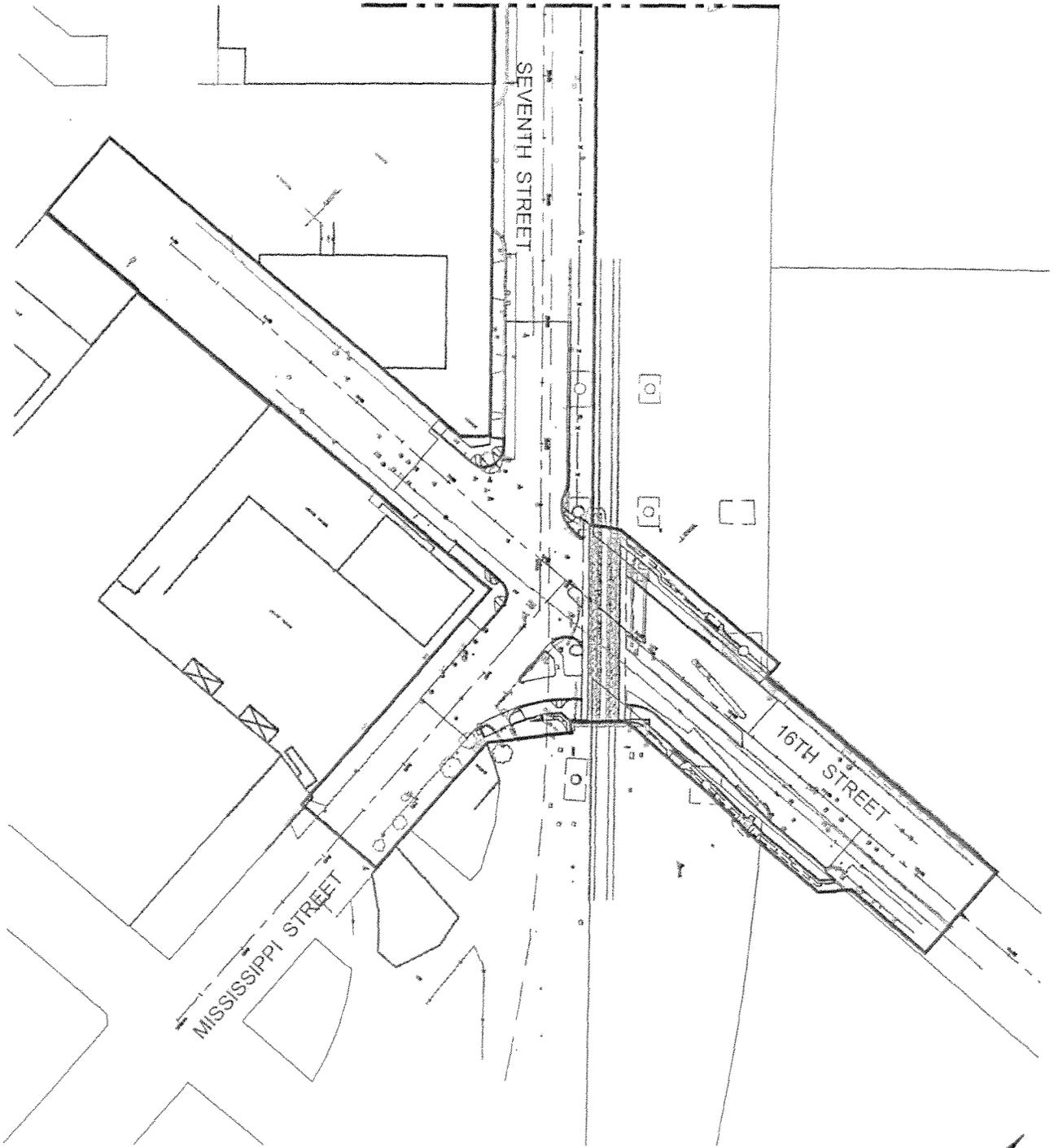
By: 

Name: Richard B. Fried
Managing Member

Title: _____

EXHIBIT A
[Plat Map]

MATCH LINE - SEE 1B



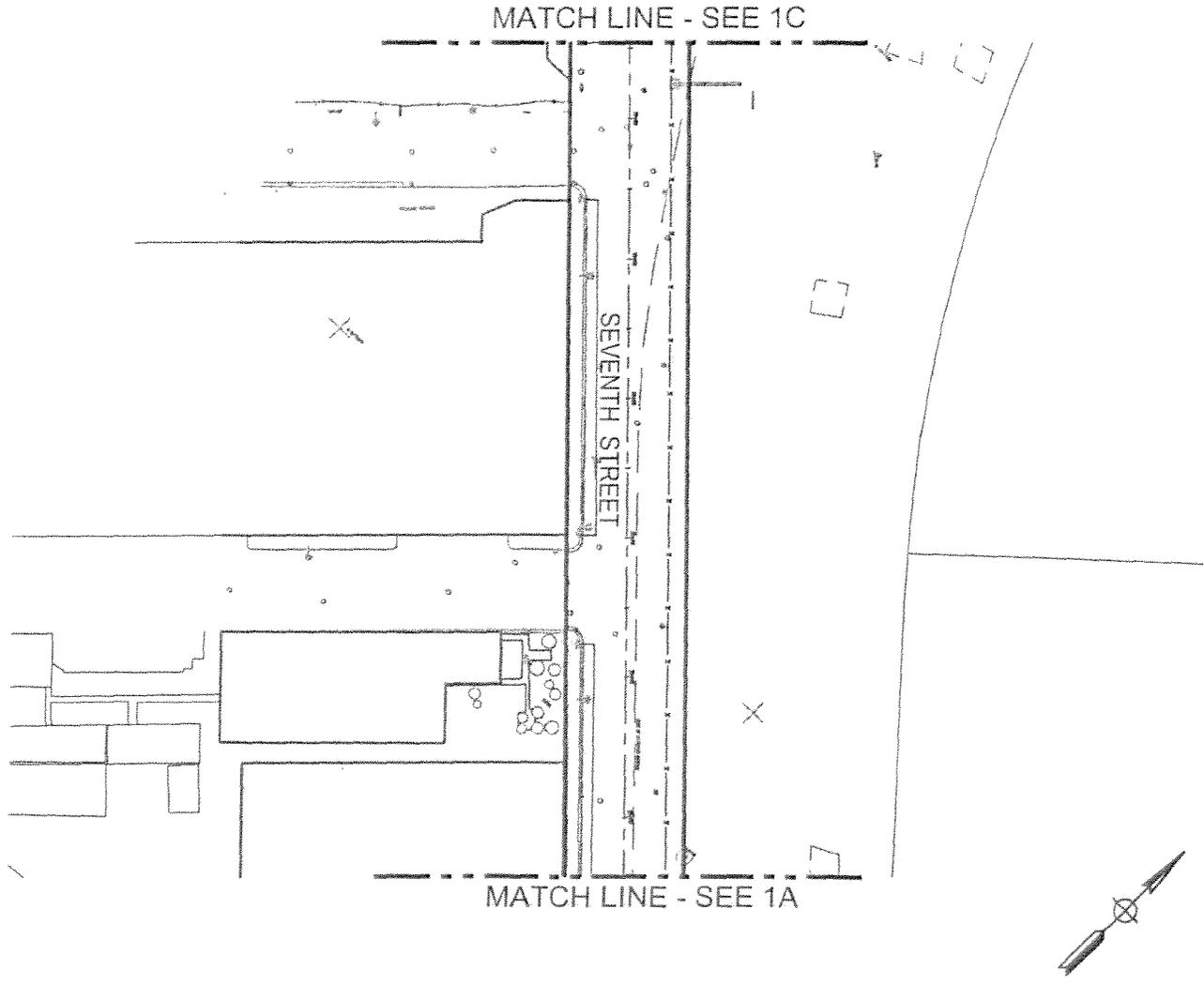
LEGEND:

— BOUNDARY OF PERMIT AREA

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MISSION BAY PROJECT SAN FRANCISCO, CA WINZLER & KELLY CONSULTING ENGINEERS 417 MONTGOMERY ST. SUITE 600 PH: (415) 283-4970 SAN FRANCISCO, CA 94104 FAX: (415) 283-4980	CATELLUS DEVELOPMENT CORPORATION 255 CHANNEL STREET SAN FRANCISCO, CA 94107	DES FR	SEVENTH STREET INTERSECTION IMPROVEMENTS	REVISION
		DR PS		SHEET 1 4
		SCALE 1"=120'	PERMIT TO ENTER	EXHIBIT NO.
		DATE Jul 02, 2004		1A

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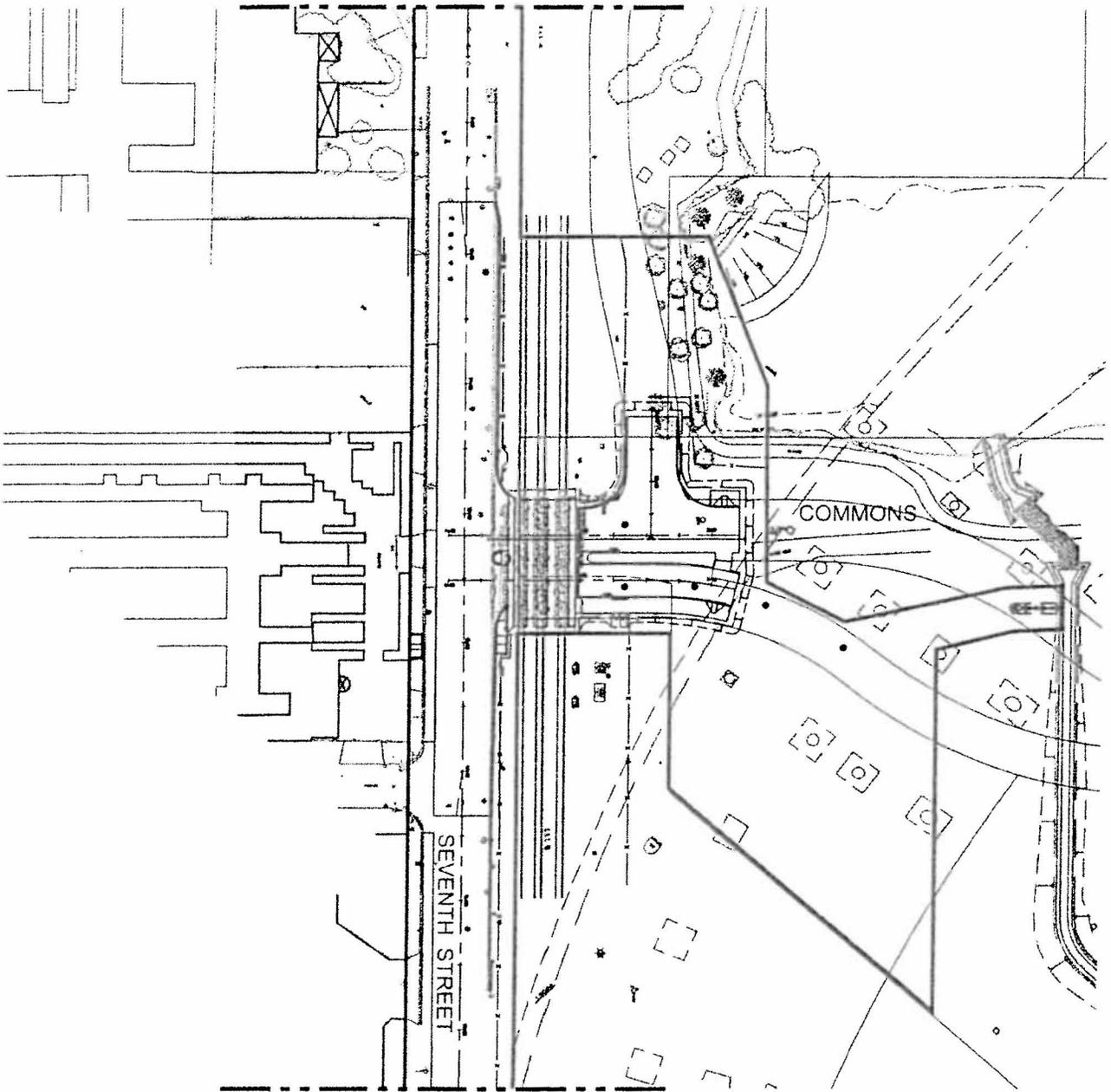


LEGEND:

— BOUNDARY OF PERMIT AREA

<p>MISSION BAY PROJECT SAN FRANCISCO, CA</p>	 CATELLUS DEVELOPMENT CORPORATION 255 CHANNEL STREET SAN FRANCISCO, CA 94107	<p>DES FR</p>	<p>SEVENTH STREET INTERSECTION IMPROVEMENTS</p>	<p>REVISION</p>
<p>WINZLER & KELLY CONSULTING ENGINEERS 417 MONTGOMERY ST - SUITE 500 PH (415) 283-4970 SAN FRANCISCO, CA 94104 FAX (415) 283-4980</p>		<p>DR PS</p>		<p>SHEET 2 4</p>
		<p>SCALE 1"=120'</p>	<p>PERMIT TO ENTER</p>	<p>CONTRACT NO.</p>
		<p>DATE Jul 02, 2004</p>		<p>1B</p>

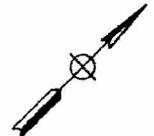
MATCH LINE - SEE 1D



MATCH LINE - SEE 1B

LEGEND:

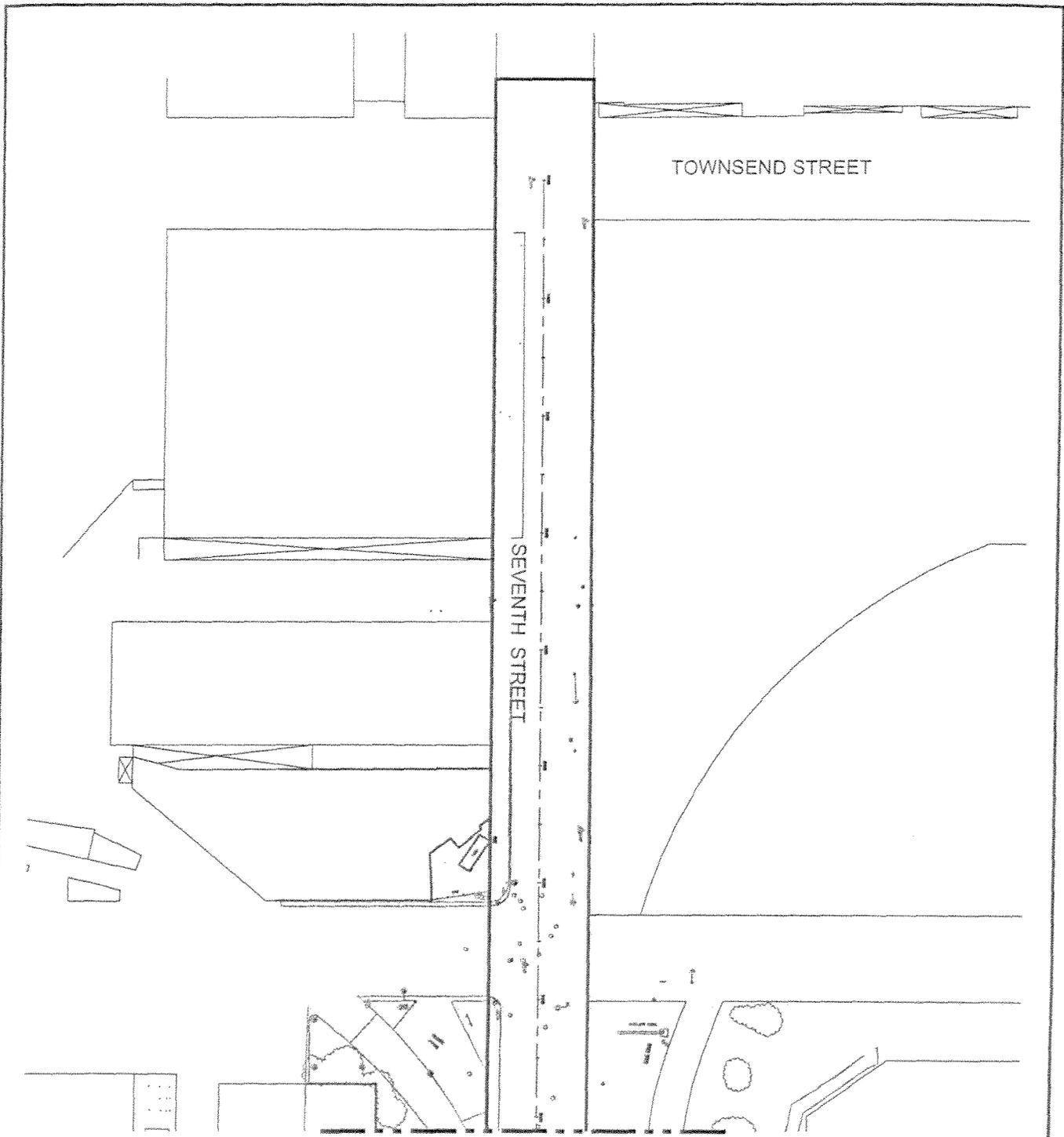
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<p>MISSION BAY PROJECT SAN FRANCISCO, CA</p>	 <p>CATELLUS DEVELOPMENT CORPORATION 255 CHANNEL STREET SAN FRANCISCO, CA 94107</p>	<p>DES FR DR PS SCALE 1"=120' DATE Jul 02, 2004</p>	<p>SEVENTH STREET INTERSECTION IMPROVEMENTS</p> <p>PERMIT TO ENTER</p>	<p>REVISION</p> <table border="1"> <tr> <td>SHEET 3</td> <td>4</td> </tr> <tr> <td>WORK NO.</td> <td>1C</td> </tr> </table>	SHEET 3	4	WORK NO.	1C
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WORK NO.	1C							

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LEGEND:

— BOUNDARY OF PERMIT AREA



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		<p>SCALE 1"=120'</p>	<p>PERMIT TO ENTER</p>	<p>DATE Jul 02, 2004</p>
				<p>1D</p>