

CONDITIONAL ASSIGNMENT OF WARRANTIES AND GUARANTIES

FOR VALUE RECEIVED, FOCIL-MB, LLC, a Delaware limited liability company ("FOCIL"), does hereby conditionally assign to the City and County of San Francisco (acting by and through its agencies, boards, departments, and commissions, including the Port of San Francisco) (collectively, "CCSF"), to the extent permissible, all of its right, title and interest in and to any and all warranties and guaranties (individually a "Warranty", and collectively, "Warranties") applicable to the Acquisition Facilities set forth on Exhibit A attached hereto and incorporated herein by this reference (the "Acquisition Facilities").

This Conditional Assignment of Warranties and Guaranties (the "Assignment") is being made in connection with Section 4.3(c) of that certain Acquisition Agreement dated as of June 1, 2001, by and between Catellus Development Corporation and the Redevelopment Agency of the City and County of San Francisco ("Agency"), as supplemented by that certain Supplement No. 1 to Acquisition Agreement dated as of October 1, 2002, as assigned to FOCIL pursuant to that certain Assignment, Assumption and Release Agreement (Mission Bay South) dated November 22, 2004, applicable to the Redevelopment Agency of the City and County of San Francisco Community Facilities District No. 6 (Mission Bay South Public Improvements) (as may be further supplemented or amended from time to time, the "Acquisition Agreement").

The parties hereto agree that if the CCSF and/or the Agency or any of their respective successors and/or assigns exercise any right of repair, warranty, guaranty, or other right against FOCIL, if any, with respect to an Acquisition Facility which is also the subject of a Warranty, FOCIL, at its option, without any requirement that it do so, may enforce the Warranty. If FOCIL elects to enforce the Warranty, FOCIL shall provide notice to the CCSF within ten (10) business days of receipt of notice that the CCSF, the Agency or any of their respective successors and/or assigns are exercising a right of repair, warranty, guaranty, and/or similar right with respect to the Acquisition Facility. If FOCIL fails to provide such notice to the CCSF within ten (10) business days, or otherwise fails to diligently pursue the Warranty thereafter, the CCSF shall have the sole right and privilege to enforce the Warranty.

This Assignment shall be binding upon and inure to the benefit of the successors and assigns of FOCIL and the CCSF.

A notice or communication under this Assignment by any party to any other party shall be sufficiently given or delivered if dispatched by hand or by registered or certified mail, postage prepaid, addressed as follows:

In the case of a notice or communication to the CCSF:

Director of Public Works
City & County of San Francisco
c/o Ashur J. Yoseph, Lead Project Manager
Mission Bay Project
30 Van Ness Avenue, Suite 4200
San Francisco, CA 94102
Telephone No: (415) 581-2568

City Attorney's Office
City & County of San Francisco
1 Dr. Carlton B. Goodlett Jr. Place, Room 234
San Francisco, CA 94102-4682
Attention: John D. Malamut, Esq.
Telephone No: (415) 554-4622

with a copy to:

San Francisco Redevelopment Agency
One South Van Ness Avenue
San Francisco, CA 94103
Attn: Executive Director
Facsimile No.: (415) 749-2525

with a copy to:

San Francisco Redevelopment Agency
One South Van Ness Avenue
San Francisco, CA 94103
Attn: Legal Division
Facsimile No.: (415) 749-2575

in the case of a notice or communication to FOCIL,

FOCIL-MB, LLC
c/o Farallon Capital Management
One Maritime Plaza, Suite 1325
San Francisco, CA 94111
Attn: Richard B. Fried and Seth Hamalian
Facsimile No.: (415) 956-8852

with a copy to:

Catellus Urban Construction, Inc.
255 Channel Street
San Francisco, CA 94158
Attn: William Kennedy, First Vice President
Facsimile No.: (415) 355-6666

Any mailing address or telefacsimile number may be changed at any time by giving written notice of such change in the manner provided above at least ten (10) days prior to the effective date of the change. All notices under this Assignment shall be deemed given, received, made or communicated on the date personal receipt actually occurs or, if mailed, on the delivery date or attempted delivery date shown on the return receipt. For the convenience of the parties, copies of notices may also be given by telefacsimile. The effective time of a notice shall not be affected by the receipt, prior to receipt of the original, of a telefacsimile copy of the notice.

This Assignment may be executed in one or more counterparts, each of which shall constitute an original and all of which shall constitute one instrument.

The terms of this Assignment may not be modified or amended except by an instrument in writing executed by each of the parties hereto.

The waiver or failure to enforce any provision of this Assignment shall not operate as a waiver of any future breach of any such provision or any other provision hereof.

This Assignment shall be governed by and construed and enforced in accordance with the laws of the State of California.

Nothing in this Assignment shall be construed in any way to alter, amend or otherwise relieve FOCIL of its warranty or guaranty responsibilities, with respect to any improvements, under the Mission Bay Plan and Plan Documents or subsequent Permits.

IN WITNESS WHEREOF, the parties have caused this Assignment to be executed as of the 9 day of January, ~~2008~~ 2009

FOCIL:

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
Its: Managing Member

AGENCY:

The Redevelopment Agency of the City and County of San Francisco

By: A Lee
Name: Amy Lee - Deputy Executive Director, Finance and Administration
Its: Authorized Representative

Exhibit A

List of Acquisition Facilities

The facilities include the Mission Bay Block N5 Project – improvements and ancillary facilities constructed or installed by or on behalf of FOCIL pursuant to Street Improvement Permit #05IE-0285 (Mission Bay) dated May 17, 2005 for said improvements, and the improvement plans and specifications described therein (the “Improvements”), but excepting therefrom those portions of the Improvements which are identified on the as-built drawings as PG&E service conduits and vaults and SBC service conduits, which are facilities to be transferred to “private” joint trench participants. The list of facilities delivered to and on file with the City is as follows:

Berry Street Connector Portion:

- 2410 - Land acquisition including pre-construction demolition and utility relocations and other costs
- 2411 - Street furnishings including trash receptacles and bike racks
- 2412 - Storm drain including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, structures, manholes, joints, inlets, cleanouts, and service stubs, excluding relocations of existing utilities on Fourth Street (below)
- 2413 - Sanitary sewer including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, structures, manholes, joints, vents, cleanouts, and service stubs, excluding relocations of existing utilities on Fourth Street (below)
- 2414 - Auxiliary water supply system (AWSS) high pressure water including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, valves, corrosion protection, service stubs and hydrant installation, excluding relocations of existing utilities on Fourth Street (below)
- 2415 - Low pressure and domestic water including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, valves, corrosion protection, service stubs and hydrant installation, excluding relocations of existing utilities on Fourth Street (below)
- 2416 - Reclaimed water including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, valves, corrosion protection, and service stubs, excluding relocations of existing utilities on Fourth Street (below)
- 2417 - Natural gas line, including mainline extensions, laterals and service stubs, trenching, soil spoil off-haul and disposal, backfill, compaction and other associated work, excluding relocations of existing utilities on Fourth Street (below)

- 2418 - Joint Trench including trenching, soil spoil off-haul and disposal, backfill, compaction, conduits, vaults, equipment, cables, various under ground costs, and miscellaneous structures, excluding relocations of existing utilities on Fourth Street (below). Total amount listed is subject to partial reimbursement by occupants.
- 2419 - Curbs and gutters including soil spoil off-haul and disposal, granite curbs, curb ramps, and driveway depressions, excluding Fourth Street (below)
- 2420 - Street sections including grading, soil spoil off-haul and disposal, base-rock, concrete base, conform-grinding, and asphalt pavement, permanent and primary and final lifts, excluding Fourth Street (below)
- 2421 - Signage and striping including all posts, foundations, sign attachments, striping, pavement markings, markers, delineators, and barriers, excluding Fourth Street (below)
- 2422 - Sidewalks including final grading, soil spoil off-haul and disposal, curb ramps, concrete sidewalk, and specialty treatments
- 2423 - Landscaping including structural backfill (tree vault), soil spoil off-haul and disposal, associated irrigation, trees, shrubs and plants
- 2424 - Street lighting, including foundations, soil spoil off-haul and disposal, conduit (exclusive of joint trench), conductors; and installation of Owner furnished anchor bolts, bases, poles, arms, and luminaires
- 2425 - Traffic signals, including controller, foundations, soil spoil off-haul and disposal, conduit (exclusive of joint trench), conductors; and installation of Owner furnished anchor bolts, bases, poles, arms, and luminaires

King Street Frontage Portion:

- 2430 - Land acquisition including pre-construction demolition and utility relocations and other costs
- 2431 - Street furnishings including trash receptacles and bike racks
- 2432 - Storm drain including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, structures, manholes, joints, inlets, cleanouts, and service stubs, excluding relocations of existing utilities on Fifth Street (below)
- 2433 - Sanitary sewer including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, structures, manholes, joints, vents, cleanouts, and service stubs, excluding relocations of existing utilities on Fifth Street (below)

- 2434 - Auxiliary water supply system (AWSS) high pressure water including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, valves, corrosion protection, service stubs and hydrant installation, excluding relocations of existing utilities on Fifth Street (below)
- 2435 - Low pressure and domestic water including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, valves, corrosion protection, service stubs and hydrant installation, excluding relocations of existing utilities on Fifth Street (below)
- 2436 - Reclaimed water including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, valves, corrosion protection, and service stubs, excluding relocations of existing utilities on Fifth Street (below)
- 2437 - Natural gas line, including mainline extensions, laterals and service stubs, trenching, soil spoil off-haul and disposal, backfill, compaction and other associated work, excluding relocations of existing utilities on Fifth Street (below)
- 2438 - Joint Trench including trenching, soil spoil off-haul and disposal, backfill, compaction, conduits, vaults, equipment, cables, various under ground costs, and miscellaneous structures, excluding relocations of existing utilities on Fifth Street (below). Total amount listed is subject to partial reimbursement by occupants.
- 2439 - Curbs and gutters including soil spoil off-haul and disposal, granite curbs, curb ramps, and driveway depressions, excluding Fifth Street (below)
- 2440 - Street sections including grading, soil spoil off-haul and disposal, base-rock, concrete base, conform-grinding, and asphalt pavement, permanent and primary and final lits, excluding Fifth Street (below)
- 2441 - Signage and striping including all posts, foundations, sign attachments, striping, pavement markings, markers, delineators, and barriers, excluding Fifth Street (below)
- 2442 - Sidewalks including final grading, soil spoil off-haul and disposal, curb ramps, concrete sidewalk, and specialty treatments
- 2443 - Landscaping including structural backfill (tree vault), soil spoil off-haul and disposal, associated irrigation, trees, shrubs and plants
- 2444 - Street lighting, including foundations, soil spoil off-haul and disposal, conduit (exclusive of joint trench), conductors; and installation of Owner furnished anchor bolts, bases, poles, arms, and luminaires
- 2445 - Traffic signals, including controller, foundations, soil spoil off-haul and disposal, conduit (exclusive of joint trench), conductors; and installation of Owner furnished anchor bolts, bases, poles, arms, and luminaires

Berry Street Improvements Portion:

- 2450 - Land acquisition including pre-construction demolition and utility relocations and other costs
- 2451 - Street furnishings including trash receptacles and bike racks
- 2452 - Storm drain including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, structures, manholes, joints, inlets, cleanouts, and service stubs, excluding relocations of existing utilities on Fourth Street (below)
- 2453 - Sanitary sewer including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, structures, manholes, joints, vents, cleanouts, and service stubs, excluding relocations of existing utilities on Fourth Street (below)
- 2454 - Auxiliary water supply system (AWSS) high pressure water including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, valves, corrosion protection, service stubs and hydrant installation, excluding relocations of existing utilities o
- 2455 - Low pressure and domestic water including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, valves, corrosion protection, service stubs and hydrant installation, excluding relocations of existing utilities on Fourth Street (below)
- 2456 - Reclaimed water including trenching, soil spoil off-haul and disposal, pipe, backfill, compaction, valves, corrosion protection, and service stubs, excluding relocations of existing utilities on Fourth Street (below)
- 2457 - Natural gas line, including mainline extensions, laterals and service stubs, trenching, soil spoil off-haul and disposal, backfill, compaction and other associated work, excluding relocations of existing utilities on Fourth Street (below)
- 2458 - Joint Trench including trenching, soil spoil off-haul and disposal, backfill, compaction, conduits, vaults, equipment, cables, various under ground costs, and miscellaneous structures, excluding relocations of existing utilities on Fourth Street (below).
- 2459 - Curbs and gutters including soil spoil off-haul and disposal, granite curbs, curb ramps, and driveway depressions, excluding Fourth Street (below)
- 2460 - Street sections including grading, soil spoil off-haul and disposal, base-rock, concrete base, conform-grinding, and asphalt pavement, permanent and primary and final lifts, excluding Fourth Street (below)
- 2461 - Signage and striping including all posts, foundations, sign attachments, striping, pavement markings, markers, delineators, and barriers, excluding Fourth Street (below)

- 2462 - Sidewalks including final grading, soil spoil off-haul and disposal, curb ramps, concrete sidewalk, and specialty treatments
- 2463 - Landscaping including structural backfill (tree vault), soil spoil off-haul and disposal, associated irrigation, trees, shrubs and plants
- 2464 - Street lighting, including foundations, soil spoil off-haul and disposal, conduit (exclusive of joint trench), conductors; and installation of Owner furnished anchor bolts, bases, poles, arms, and luminaires
- 2465 - Traffic signals, including controller, foundations, soil spoil off-haul and disposal, conduit (exclusive of joint trench), conductors; and installation of Owner furnished anchor bolts, bases, poles, arms, and luminaires
- 2466 - Structures

THIS LIST IS NOT INTENDED TO INCLUDE FACILITIES TO BE TRANSFERRED TO "PRIVATE" JOINT TRENCH PARTICIPANTS. THOSE WARRANTIES AND GUARANTEES ARE BEING ASSIGNED DIRECTLY TO THOSE PARTICIPANTS.