

RECORDING REQUESTED BY
AND WHEN RECORDED RETURN DEED
AND TAX STATEMENTS TO:

Transbay Joint Powers Authority
201 Mission Street, Suite 2100
San Francisco, CA 94105
Attention: Maria Ayerdi-Kaplan, Executive Director

CONFORMED COPY of document recorded on
08/09/2010, 2010J017202

as No. _____ at _____
This document has not been compared with the original
SAN FRANCISCO ASSESSOR RECORDER

160250634 159519

3721-15A & 31

VACANT

Space above this line for Recorder's Use

(Transbay Terminal)(Rescinded Route)

Co-op Parcel F

DIRECTOR'S DEED
(Quitclaim)

| District | County | Route | Post Mile | Number |
|----------|--------|-------|-----------|-----------------|
| 4 | SF | 480 | 0.2 | DK-000371-01-01 |

DEC - 2007 - 02 -

(000372-02-01) (000502-01-01)

The STATE OF CALIFORNIA, acting by and through its Director of Transportation, does hereby release
and quitclaim to Transbay Joint Powers Authority, a joint powers agency created under California
Government Code Sections 6500 et seq

all right, title and interest in and to all that real property in the City and

County of San Francisco, State of California, described as:

See EXHIBIT "A" attached hereto and made a part hereof.

State shall have the power to terminate the fee simple estate in the Property conveyed by this deed,
as defined in California Civil Code Section 885.010 and more particularly described in EXHIBIT "B"
attached hereto and made a part hereof.

MAIL TAX
STATEMENTS TO:

| | |
|---|--|
| DOCUMENTARY TRANSFER TAX \$ 0.00 | |
| <input type="checkbox"/> | COMPUTED ON FULL VALUE OF PROPERTY CONVEYED, OR |
| <input type="checkbox"/> | COMPUTED ON FULL VALUE LESS LIENS & ENCUMBRANCES |
| REMAINING THEREON AT TIME OF SALE | |
| <i>[Signature]</i> | |
| Signature of declarant or agent determining tax—firm name | |
| CITY OF | <input type="checkbox"/> Unincorporated |

Subject to special assessments if any, restrictions, reservations, and easements of record.

This conveyance is executed pursuant to the authority vested in the Director of Transportation by law and, in particular, by the Streets and Highways Code.

WITNESS my hand and the seal of the Department of Transportation of the State of California, this
5th day of August 2010.

STATE OF CALIFORNIA
DEPARTMENT OF TRANSPORTATION

APPROVED AS TO FORM AND PROCEDURE

Clara P. LeFlore
ATTORNEY
DEPARTMENT OF TRANSPORTATION

CINDY MCKIM
Director of Transportation

Cindy McKim
By: [Signature]
R. A. MACPHERSON
Attorney in Fact
Deputy District Director - Right of Way

STATE OF CALIFORNIA }
County of Alameda } SS

ACKNOWLEDGMENT

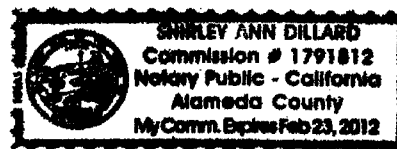
On August 5, 2010 before me, Shirley Ann Dillard, Notary Public
 (here insert name and title of the officer)

personally appeared Robert A. Macpherson
 who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Shirley Ann Dillard
 (Notary Public's signature in and for said County and State)



(for notary seal or stamp)

THIS IS TO CERTIFY that the California Transportation Commission has authorized the Director of Transportation to execute the foregoing deed at its meeting regularly called and held on the 13th day of December 2007, in the City of Sacramento

Dated this 13th day of July 2010

Bimla G. Rhinehart
 BIMLA G. RHINEHART, Executive Director
 CALIFORNIA TRANSPORTATION COMMISSION

This is to certify that the interest in real property conveyed by this Director's (Quitclaim) Deed dated August 5, 2010, from the State of California, acting by and through its Director of Transportation, to the Transbay Joint Powers Authority ("TJPA"), is hereby accepted pursuant to TJPA Board of Directors Resolution No. 03-004, and TJPA acknowledges the power of termination held by the State of California in such real property and consents to recordation of this deed by its duly authorized officer.

Dated: August 6, 2010

By: 

~~Maria Ayerdi-Kaplan~~

~~Executive Director~~

Transbay Joint Powers Authority

EXHIBIT "A"

Parcel 1

All that parcel of land (State Parcel No.371) conveyed to the State of California by instrument recorded August 3, 1937, in Volume 3153, Page 450, Official Records of the City and County of San Francisco and described therein as follows:

BEGINNING at a point on the northwesterly line of Howard Street, distant thereon 275 feet northeasterly from the northeasterly line of Second Street; and running thence northeasterly along said line of Howard Street 50 feet; thence at a right angle northwesterly 85 feet; thence at a right angle southwesterly 50 feet; and thence at a right angle southeasterly 85 feet to the point of beginning.

Being portion of 100 Vara Block No.347.

Parcel 2

All that parcel of land (State Parcel No.372) conveyed to the State of California by instrument recorded September 4, 1937, in Volume 3192, Page 151, Official Records of the City and County of San Francisco and described therein as follows:

COMMENCING at a point on the southeasterly line of Natoma Street, distant thereon 423 feet northeasterly from the northeasterly line of Second Street; running thence northeasterly along said line of Natoma Street 90 feet; thence at a right angle southeasterly 50 feet; thence at a right angle southwesterly 90 feet; and thence at a right angle northwesterly 50 feet to the point of commencement.

Being portion of 100 Vara Block No.347.

Parcel 3

All that parcel of land (State Parcel No.502) described in the instrument recorded September 3, 1937, in Volume 3195, Page 96, Official Records of the City and County of San Francisco and described therein as follows:

COMMENCING at a point on the southeasterly line of Natoma Street, distant thereon 335 feet northeasterly from the northeasterly line of Second Street; running thence northeasterly and along said line of Natoma Street 88 feet; thence at a right angle southeasterly 70 feet 2 inches; thence at a right angle southwesterly 25 feet; thence at a right angle southeasterly 10 feet; thence at a right angle southwesterly 11 feet 6 inches; thence at a right angle southeasterly 85 feet to a point on the northwesterly line of Howard Street, distant thereon 386 feet 6 inches northeasterly from the northeasterly line

of Second Street; thence southwesterly along said line of Howard Street 61 feet 6 inches; thence at a right angle northwesterly 85 feet; thence at a right angle southwesterly 28 feet; thence at a right angle northwesterly 2 inches; thence in a direct line northwesterly 88 feet 6-3/4 inches to the point of commencement.

Being part of 100 Vara Lot No.29 in Block No.347.

Parcel 4

All that parcel of land (State Parcel No.502A) described in the instrument recorded June 22, 1937, in Volume 3147, Page 423, Official Records of the City and County of San Francisco and described therein as follows:

COMMENCING at a point on the southeasterly line of Natoma Street. Distant thereon 225 feet northeasterly from the northeasterly line of 2nd Street; running thence northeasterly and along said line of Natoma Street 144 feet; thence at a right angle southeasterly 80 feet; thence at a right angle southwesterly 124 feet; thence at a right angle northwesterly 15 feet; thence at a right angle southwesterly 20 feet ; thence at a right angle northwesterly 65 feet to the point of beginning.

Being part of 100 Vara Lots No. 29 and 30 in Block No.347.

This real property description has been prepared by me, or under my direction, in conformance with the Professional Land Surveyors Act.

Robert Lynski
SEPT. 29, 2003

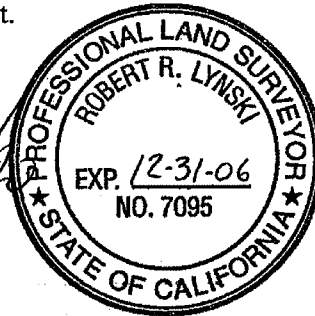


EXHIBIT "B"

POWER OF TERMINATION. The Property is being conveyed as part of a number of separate conveyances of property by Grantor to the City and County of San Francisco and the Transbay Joint Powers Authority pursuant to that certain Cooperative Agreement dated as of July 11, 2003, by and between the State of California, acting by and through its Department of Transportation, the City and County of San Francisco and the Transbay Joint Powers Authority (herein, the "Cooperative Agreement"), to achieve the development of the New Transbay Terminal and related facilities, all as more particularly described in the Cooperative Agreement. All definitions set forth in the above referenced Cooperative Agreement are applicable to and incorporated into this deed. To assure the purposes of the Cooperative Agreement, the satisfaction of each of the provisions of subsections (a)(1) and (a)(2), below, is expressly declared to be a condition subsequent for the benefit of Grantor. Should said conditions not be satisfied, Grantor shall have the power to terminate the fee simple estate in the Property conveyed by this deed, and to reenter and take possession and title to the Property, including without limitation, all improvements thereon, in the manner provided in subsections (b) and (c) hereof and subject to expiration and relinquishment of the Power of Termination pursuant to subsection (d) hereof. The interest created in Grantor by this paragraph is a "Power of Termination" as defined in California Civil Code Section 885.010.

- (a) With respect to the Property conveyed by this deed, the following are conditions subsequent:
 - (1) If the Property is sold to a third party by the City and County of San Francisco, the Transbay Joint Powers Authority or by the Redevelopment Agency of the City and County of San Francisco, as its successor in interest to the Property, the Gross Sales Proceeds shall be deposited into the Trust Account established pursuant to the Cooperative Agreement prior to or concurrently with the sale of the Property to the third party; and
 - (2) If the Property is retained by the City and County of San Francisco or the Transbay Joint Powers Authority, or transferred from the City and County of San Francisco to the Transbay Joint Powers Authority for the development of the New Transbay Terminal and related facilities, the New Transbay Terminal shall be completed by the Project Completion Date or by the date actual passenger bus service shall have commenced at the New Transbay Terminal, whichever is sooner.

- (b) Grantor shall have the right, following not less than thirty days prior written notice to Grantee or its successor in interest to the Property, to exercise its Power of Termination in each of the following circumstances:
- (1) If the Property is sold to a third party by the City and County of San Francisco, the Transbay Joint Powers Authority or by the Redevelopment Agency of the City and County of San Francisco, as its successor in interest to the Property, and the Gross Sales Proceeds are not deposited into the Trust Account established pursuant to the Cooperative Agreement prior to or concurrently with the sale of the Property to the third party or within thirty days following the written notice from Grantor (or by such later date as shall be specified in such notice); or
 - (2) If the Property is retained by the City and County of San Francisco or the Transbay Joint Powers Authority, or transferred from the City and County of San Francisco to the Transbay Joint Powers Authority for development of the New Transbay Terminal and related facilities and the New Transbay Terminal is not completed by the Project Completion Date (as defined in the Cooperative Agreement) or actual passenger bus service does not commence in the New Transbay Terminal by the Project Completion Date or within thirty days following the written notice from Grantor (or by such later date as shall be specified in such notice).
- (c) Grantor's Power of Termination under this paragraph shall expire and be relinquished as to the Property, and Grantor agrees to the delivery and recordation of a Relinquishment of Power of Termination pursuant to the terms of the Cooperative Agreement, upon receipt of written notice from either the City and County of San Francisco, the Redevelopment Agency of the City and County of San Francisco or the Transbay Joint Powers Authority, as the case may be, that either:
- (1) the Property has been sold by the City and County of San Francisco, the Transbay Joint Powers Authority or by the Redevelopment Agency of the City and County of San

Francisco, as its successor in interest to the Property, and the Gross Sales Proceeds have been deposited into the

Trust Account established pursuant to the Cooperative Agreement prior to or concurrently with the sale of the Property to the third party; and Grantor does not object thereto within thirty days of such notice; or

(2) the Property has been used for the development of the New Transbay Terminal and related facilities and either (a) the New Transbay Terminal has been completed by the Project Completion Date, or (b) actual passenger bus service has commenced at the New Transbay Terminal; and Grantor does not object thereto within thirty days of such notice.

(d) Unless specifically agreed to in writing by Grantor, the Power of Termination contained in subsection (b)(2), above, of this paragraph shall be senior to and shall not be limited, defeated, rendered invalid by the terms of, or rights or interests of parties and others provided in: (i) any bond indenture, note, certificate of participation, mortgage, deed of trust, assignment or other security instrument entered into to finance the design and development of the New Transbay Terminal and related facilities; and/or in (ii) any agreement or contract entered into in furtherance of the financing, design and development of the New Transbay Terminal and related facilities.

WHEN RECORDED MAIL TO:

Andrew W. Schwartz

Shute, Mihaly & Weinberger

396 Hayes Street

San Francisco, CA 94102

Telephone: 415-552-7272

CONFORMED COPY of document recorded

08/11/2014, 2014J925707

on _____ with document no. _____

This document has not been compared with the original
SAN FRANCISCO ASSESSOR-RECORDER

THIS SPACE FOR RECORDER'S USE ONLY

TITLE OF DOCUMENT

FINAL ORDER OF CONDEMNATION

DENNIS HERRERA, City Attorney (SBN 139669)
KRISTEN A. JENSEN, Deputy City Attorney (SBN 130196)
BRIAN F. CROSSMAN, Deputy City Attorney (SBN 241703)
OFFICE OF THE CITY ATTORNEY
City Hall, Room 234
1 Dr. Carlton B. Goodlett Place
San Francisco, CA 94102
Telephone: (415) 554-4615
Kristen.jensen@sfgov.org

ANDREW W. SCHWARTZ (SBN 87699)
SARAH H. SIGMAN (SBN 260924)
SHUTE, MIHALY & WEINBERGER LLP
396 Hayes Street
San Francisco, California 94102
Telephone: (415) 552-7272
Facsimile: (415) 552-5816
Schwartz@smwlaw.com
Sigman@smwlaw.com

Attorneys for Plaintiff City
and County of San Francisco

**SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO**

CITY AND COUNTY OF SAN
FRANCISCO, a municipal corporation,

Plaintiff,

v.

564 HOWARD STREET, LLC; GRUEN
GRUEN + ASSOCIATES; GEOLOGICA,
INC.; HEYZAP; DOES 2-20; and all
persons unknown claiming an interest in
the property,

Defendants.

Case No. CGC-10-506781
Block 3721, Lot 019 – 564 Howard Street

Consolidated with Case No.: CGC-10-
506782

Block 3721, Lot 020 – 568 Howard Street

Related to Case Nos.: CGC-10-506783

FINAL ORDER OF CONDEMNATION

Assigned for All Purposes to:
Hon. Richard Kramer

Dept.: 303



THE ANNEXED INSTRUMENT IS A
CORRECT COPY OF THE ORIGINAL
ON FILE IN MY OFFICE.
ATTEST: CERTIFIED

AUG 11 2014

CLERK OF THE COURT
Superior Court of California, County of San Francisco
BY: 
DEPUTY CLERK

1 CITY AND COUNTY OF SAN
2 FRANCISCO, a municipal corporation,

3
4 Plaintiff,

5 v.

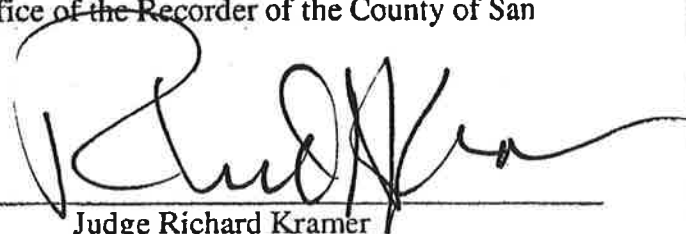
6 INVESMASTER CORPORATION;
7 GREAT LAKES BANCORP, INC.;
8 FIDELITY NATIONAL TITLE
9 INSURANCE COMPANY; TRUE
10 CRYSTAL COMPANY LIMITED;
11 MAEVO GROUP (U.S.A.), INC.;
12 GRANICUS, INC.; HEARPLANET INC.;
13 ALTRAN SOLUTIONS CORP.;
14 DOUBLETWIST CORPORATION; 4U
15 SERVICES INC.; DOES 3-20; and all
16 persons unknown claiming an interest in
17 the property,

18 Defendants.
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1 Judgment in Condemnation has been entered in the above-entitled action on 7-14-14
2 adjudging that Plaintiff City and County of San Francisco ("City") is entitled to take by
3 condemnation the property described in Exhibit A ("Property"). The Judgment in Condemnation
4 directs the total payment of \$1,757,868.20 to defendant 564 Howard Street, LLC and its
5 counsel, which compensates 564 Howard Street, LLC in the amount of \$1,732,500.00 for the
6 Property, interest accrued through June 30, 2014, Defendants' appraisal, and recoverable costs,
7 and adjudges that no other defendant named in this litigation—including Gruen Gruen +
8 Associates—has any right to or is entitled to any form of compensation for the Property. In
9 accordance with the Judgment in Condemnation, and it appearing to the Court's satisfaction that
10 the Transbay Joint Powers Authority ("TJPA")—a joint powers agency of which the City is a
11 member and on whose behalf the City initiated this action—has paid just compensation to 564
12 Howard Street, LLC under that judgment,

13 IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that the Property is taken
14 for and condemned to the TJPA for the purpose of constructing and implementing the Transbay
15 Transit Center Program. This Order shall transfer all rights, title, and interest to the Property to
16 the TJPA. The Property shall vest in the TJPA on the date that a certified copy of this Final
17 Order of Condemnation is recorded in the Office of the Recorder of the County of San
18 Francisco, California.

19
20 Dated: 7-14-14


21 Judge Richard Kramer
22 San Francisco Superior Court
23
24
25
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27
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598420.3

LEGAL DESCRIPTION

EXHIBIT "A"

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY AND COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

BEGINNING at a point on the northwesterly line of Howard Street, distant thereon 250 feet northeasterly from the northeasterly line of Second Street; running thence northeasterly along said line of Howard Street 25 feet; thence at a right angle northwesterly 100 feet; thence at a right angle southwesterly 25 feet; thence at a right angle southeasterly 100 feet to the point of beginning.

BEING a portion of 100 Vara Block No. 347.

APN: Lot 19 Block 3721

RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:

Deborah L. Keeth
Shute, Mihaly & Weinberger LLP
396 Hayes Street
San Francisco, CA 94102

San Francisco Assessor-Recorder
Phil Ting, Assessor-Recorder
DOC- 2009-1745633-00

Acct 1-CHICAGO Title Company
Friday, APR 10, 2009 08:00:00
Ttl Pd \$22.00 Rcpt # 0003647365
REEL J867 IMAGE 0118
ota/TD/1-5

Documentary Transfer Tax of \$0
(R&TC Section 11922)

75 Natoma 160251228/36901261 APR 3721/31
546 Howard 160250409/160118 APR 3721/16

(Space above this line reserved for Recorder's

DOCUMENTARY TRANSFER TAX \$ 0
☒ COMPUTED ON FULL VALUE OF PROPERTY CONVEYED, OR
☐ COMPUTED ON FULL VALUE LESS LIENS & ENCUMBRANCES
REMAINING THEREON AT TIME OF SALE
the undersigned
Signature of document or agent determining tax - firm name

GRANT DEED

(Assessor's Parcel Block 3721, Lot 031 and Assessor's Parcel Block 3721, Lot 016)

FOR VALUABLE CONSIDERATION, receipt of which is hereby
acknowledged, KSW PROPERTIES, a California limited partnership ("Grantor"), hereby grants
to the TRANSBAY JOINT POWERS AUTHORITY, a joint powers agency created under
California Government Code Sections 6500 *et seq.* ("Grantee"), the real property located in the
City and County of San Francisco, State of California, described on Exhibit A attached hereto
and made a part hereof (the "Property").

TOGETHER WITH any and all rights, privileges and easements incidental or
appurtenant to the Property, including, without limitation, any and all minerals, oil, gas and other
hydrocarbon substances on and under the Property, as well as any and all development rights, air
rights, water, water rights, riparian rights and water stock relating to the Property, and any and all
easements, rights-of-way or other appurtenances used in connection with the beneficial use and
enjoyment of the Property and all of Grantor's right, title and interest in and to any and all roads
and alleys adjoining or servicing the Property.

GRANTOR:

KSW PROPERTIES, a California limited
partnership

By:

Kingsley, Schreck, Wells & Reichling,
a California limited partnership, Its
General Partner

By:

Albert R. Schreck
Albert R. Schreck
General Partner

Date:

3/30/09

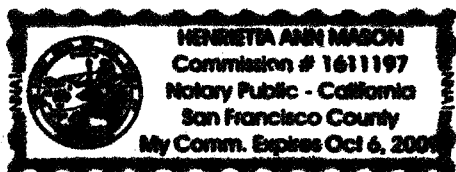
SEE ATTACHED

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of SAN FRANCISCO

On MARCH 30, 09 before me, HENRIETTA ANN MASON, NOTARY PUBLIC
Date Here Insert Name and Title of the Officer
personally appeared ALBERT ROLAND SCHRECK
Name(s) of Signer(s)



who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Place Notary Seal Above

Signature Henrietta Ann Mason
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: GRAND DEED

Document Date: 3-31-09 Number of Pages: 1

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

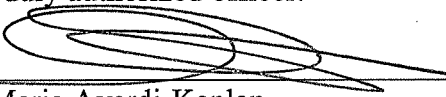
Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

This is to certify that the interest in real property conveyed by this grant deed dated 3-30-2009 from the first party to the Transbay Joint Powers Authority ("TJPA"), is hereby accepted pursuant to TJPA Board of Directors Resolution No. 09-009, and the Grantee consents to recordation thereof by its duly authorized officer.

Dated: 4-10-2009

By: _____


Maria Ayerdi-Kaplan
Executive Director

ASSIGNMENT OF WARRANTIES AND GUARANTIES — EXHIBIT A

All that certain real property located in the County of San Francisco, State of California, described as follows:

NATOMA ST. LAND:

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF SAN FRANCISCO, COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTHEASTERLY LINE OF NATOMA STREET, DISTANT THEREON 255 FEET NORTHEASTERLY FROM THE NORTHEASTERLY LINE OF 2ND STREET; RUNNING THENCE SOUTHEASTERLY PARALLEL WITH SAID NORTHEASTERLY LINE OF 2ND STREET 65 FEET, MORE OR LESS, TO A POINT PERPENDICULARLY DISTANT 100 FEET NORTHWESTERLY FROM THE NORTHWESTERLY LINE OF HOWARD STREET; THENCE AT A RIGHT ANGLE NORTHEASTERLY PARALLEL WITH SAID NORTHWESTERLY LINE OF HOWARD STREET 20 FEET; THENCE AT A RIGHT ANGLE SOUTHEASTERLY 15 FEET TO A POINT PERPENDICULARLY DISTANT 85 FEET NORTHWESTERLY FROM THE NORTHWESTERLY LINE OF HOWARD STREET; THENCE NORTHEASTERLY PARALLEL WITH SAID NORTHWESTERLY LINE OF HOWARD STREET 22 FEET; THENCE AT A RIGHT ANGLE NORTHWESTERLY 2 INCHES; THENCE NORTHWESTERLY 88 FEET AND 6-314 INCHES, MORE OR LESS, TO A POINT ON THE SOUTHEASTERLY LINE OF NATOMA STREET, DISTANT THEREON 335 FEET NORTHEASTERLY FROM THE NORTHEASTERLY LINE OF 2ND STREET; THENCE SOUTHWESTERLY ALONG SAID SOUTHEASTERLY LINE OF NATOMA STREET 80 FEET TO THE POINT OF BEGINNING.

BEING A PORTION OF 100 VARA BLOCK NO. 347.
LOT 031, BLOCK 3721

AND

HOWARD ST. LAND:

CITY OF SAN FRANCISCO

BEGINNING AT A POINT ON THE NORTHWESTERLY LINE OF HOWARD STREET, DISTANT THEREON 386 FEET AND 6 INCHES NORTHEASTERLY FROM THE NORTHEASTERLY LINE OF SECOND STREET; RUNNING THEREON NORTHEASTERLY ALONG SAID LINE OF HOWARD STREET 36 FEET AND 6 INCHES; THENCE AT A RIGHT ANGLE NORTHWESTERLY 95 FEET, MORE OR LESS, TO A POINT PERPENDICULARLY DISTANT 70 FEET AND 2 INCHES SOUTHEASTERLY FROM THE SOUTHEASTERLY LINE OF NATOMA STREET; THENCE SOUTHWESTERLY PARALLEL WITH SAID SOUTHEASTERLY LINE OF NATOMA STREET 25 FEET; THENCE AT A RIGHT ANGLE SOUTHEASTERLY 10 FEET; THENCE AT A RIGHT ANGLE SOUTHWESTERLY 11 FEET AND 6 INCHES; THENCE AT A RIGHT ANGLE SOUTHEASTERLY 85 FEET, MORE OR LESS, TO THE POINT OF BEGINNING.

BEING A PORTION OF 100 VARA BLOCK NO. 347
LOT 016, BLOCK 3721

Assignment of Warranties and Guaranties – Schedule 1

None.

GRANT DEED

RECORDING REQUESTED BY
AND WHEN RECORDED RETURN TO:

Andrew W. Schwartz
Shute, Mihaly & Weinberger LLP
396 Hayes Street
San Francisco, CA 94102

DEC 16 2000
1694632
San Francisco, CA

Documentary Transfer Tax of \$0
(transfer tax affidavit)

(Space above this line reserved for Recorder's use only)

GRANT DEED

(Assessor's Parcel No. 3721, Lots 29 and 108)

FOR VALUABLE CONSIDERATION, receipt of which is hereby acknowledged, WILLIAM R. BECK and CAROL J. BECK, as Co-Trustees of the BECK LIVING TRUST U/A/D 9/27/97, and WILLIAM R. BECK, as Trustee of the WILLIAM U. BECK EXEMPT DESCENDANTS' TRUST UNDER THE WILLIAM U. BECK REVOCABLE TRUST U/A/D/ 9/03/97, hereby grants to the TRANSBAY JOINT POWERS AUTHORITY, a joint powers agency created under California Government Code Sections 6500 *et seq.*, the real property located in the City and County of San Francisco, State of California, described on Exhibit A attached hereto and made a part hereof (the "Property").

TOGETHER WITH any and all rights, privileges and easements incidental or appurtenant to the Property, including, without limitation, any and all minerals, oil, gas and other hydrocarbon substances on and under the Property, as well as any and all development rights, air rights, water, water rights, riparian rights and water stock relating to the Property, and any and all easements, rights-of-way or other appurtenances used in connection with the beneficial use and

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enjoyment of the Property and all of Grantor's right, title and interest in and to any and all roads and alleys adjoining or servicing the Property.

Carol J. Beck Co-Trustee

CAROL J. BECK, as Co-Trustee of the Beck
Living Trust U/A/D 9/27/97

Date: 12/15/08

William R. Beck Co-Trustee

WILLIAM R. BECK, as Co-Trustee of the
Beck Living Trust U/A/D 9/27/97

Date: 12-15-08

William R. Beck

WILLIAM R. BECK, as Trustee of the
William U. Beck Exempt Descendants' Trust
under the William U. Beck Revocable Trust
U/A/D 9/03/97

Date: 12-15-08

STATE OF CALIFORNIA)

COUNTY OF San Francisco)

On December 15, 2008, before me, Kevin Thompson, Notary Public,

personally appeared William R. Beck and Carol J. Beck

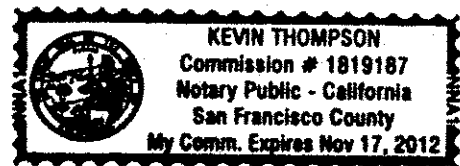
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) ~~is~~/are subscribed to the within instrument and acknowledged to me that ~~he~~/~~she~~/they executed the same in ~~his~~/~~her~~/their authorized capacity(ies), and that by ~~his~~/~~her~~/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.


Signature

(Seal)



LEGAL DESCRIPTION

EXHIBIT "A"

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

PARCEL ONE:

BEGINNING ON THE SOUTHEASTERLY LINE OF NATOMA STREET, AT A POINT DISTANT NORTHEASTERLY THEREON 168 FEET AND 9-1/2 INCHES FROM THE NORTHEASTERLY LINE OF SECOND STREET; AND RUNNING THENCE NORTHEASTERLY ALONG THE SOUTHEASTERLY LINE OF NATOMA STREET, 26 FEET AND 2-1/2 INCHES; THENCE AT A RIGHT ANGLE SOUTHEASTERLY 65.17 FEET; THENCE AT A RIGHT ANGLE SOUTHWESTERLY 26 FEET AND 2-1/2 INCHES; AND THENCE AT A RIGHT ANGLE NORTHWESTERLY 65.17 FEET TO THE POINT OF BEGINNING.

BEING A PORTION OF 100 VARA BLOCK NO. 347.

PARCEL TWO:

BEGINNING ON THE SOUTHEASTERLY LINE OF NATOMA STREET, DISTANT THEREON 195 FEET NORTHEASTERLY FROM THE NORTHEASTERLY LINE OF SECOND STREET; AND RUNNING THENCE NORTHEASTERLY ALONG SAID LINE OF NATOMA STREET, 20 FEET; THENCE AT A RIGHT ANGLE SOUTHEASTERLY 65.17 FEET; THENCE AT A RIGHT ANGLE SOUTHWESTERLY 20 FEET; AND THENCE AT A RIGHT ANGLE NORTHWESTERLY 65.17 FEET TO THE POINT OF BEGINNING.

BEING A PORTION OF 100 VARA BLOCK NO. 347.

PARCEL THREE:

BEGINNING on the southeasterly line of Natoma Street, distant thereon 215 feet northeasterly from the northeasterly line of Second Street; and running thence northeasterly along said line of Natoma Street, 40 feet; thence at a right angle southeasterly 65.17 feet; thence at a right angle southwesterly 40 feet; thence at a right angle northwesterly 65.17 feet to the point of beginning.

BEING a portion of 100 Vara Block No. 347.

APN: Lot 108 Block 3721, Lot 29 Block 3721

This is to certify that the interest in real property conveyed by this deed dated 12-16-2008 from the first party to the Transbay Joint Powers Authority ("TJPA"), is hereby accepted pursuant to TJPA Board of Directors Resolution No. 08-046, and the grantee consents to recordation thereof by its duly authorized officer.

Dated: 12-16-2008

By: 

Maria Ayerdi-Kaplan
Executive Director

WHEN RECORDED MAIL TO:

Andrew W. Schwartz

Shute, Mihaly & Weinberger

396 Hayes Street

San Francisco, CA 94102

Telephone: 415-552-7272

CONFORMED COPY of document recorded
on 06/02/2015, 2015K069897
with document no _____
This document has not been compared with the original
SAN FRANCISCO ASSESSOR-RECORDER

THIS SPACE FOR RECORDER'S USE ONLY

TITLE OF DOCUMENT

FINAL ORDER OF CONDEMNATION

ORIGINAL

[Exempt From Filing Fee
Government Code § 6103]

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Attorneys for Plaintiff City
and County of San Francisco



FILED
San Francisco County Superior Court

MAY 29 2015

CLERK OF THE COURT

BY: *[Signature]*

Deputy Clerk

THE ANNEXED INSTRUMENT IS A
CORRECT COPY OF THE
ORIGINAL ON FILE IN MY OFFICE.
ATTEST: CERTIFIED

JUN 02 2015

CLERK OF THE COURT

BY: *[Signature]*

ARLENE RAMOS Deputy Clerk

**SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SAN FRANCISCO**

CITY AND COUNTY OF SAN
FRANCISCO, a municipal corporation,

Plaintiff,

v.

564 HOWARD STREET, LLC; GRUEN
GRUEN + ASSOCIATES; GEOLOGICA,
INC.; HEYZAP; DOES 2-20; and all
persons unknown claiming an interest in
the property,

Defendants.

Case No. CGC-10-506781
Block 3721, Lot 019 – 564 Howard Street

Consolidated with Case No.: CGC-10-
506782

Block 3721, Lot 020 – 568 Howard Street

Related to Case Nos.: CGC-10-506783

FINAL ORDER OF CONDEMNATION

Dept.: 318
Judge: Hon. Joseph Quinn

Trial Date: April 27, 2015
Action Filed: December 29, 2010

Final Order of Condemnation
Case No. CGC-10-506781

1 CITY AND COUNTY OF SAN
2 FRANCISCO, a municipal corporation,

3 Plaintiff,

4 v.

5 INVESMASTER CORPORATION;
6 GREAT LAKES BANCORP, INC.;
7 FIDELITY NATIONAL TITLE
8 INSURANCE COMPANY; TRUE
9 CRYSTAL COMPANY LIMITED;
10 MAEVO GROUP (U.S.A.), INC.;
11 GRANICUS, INC.; HEARPLANET INC.;
12 ALTRAN SOLUTIONS CORP.;
13 DOUBLETWIST CORPORATION; 4U
14 SERVICES INC.; DOES 3-20; and all
15 persons unknown claiming an interest in
16 the property,

17 Defendants.



28
Final Order of Condemnation


Case No. CGC-10-506781

Judgment in Condemnation has been entered in the above-entitled action on May 27, 2015, adjudging that Plaintiff City and County of San Francisco ("City") is entitled to take by condemnation the property described in Exhibit A ("Property"). The Judgment in Condemnation directs the total payment of \$262,259.01 to defendant Invesmaster Corporation in compensation for the Property and interest accrued through May 15, 2015, plus \$55.32 per day interest for the period May 15, 2015 through the date of payment, and adjudges that no other defendant named in this litigation has any right to or is entitled to any form of compensation for the Property. In accordance with the Judgment in Condemnation, and it appearing to the Court's satisfaction that the Transbay Joint Powers Authority ("TJPA")—a joint powers agency of which the City is a member and on whose behalf the City initiated this action—has paid just compensation to Invesmaster Corporation under that Judgment,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that the Property is taken for and condemned to the TJPA for the purpose of constructing and implementing the Transbay Transit Center Program. This Order shall transfer all rights, title, and interest to the Property to the TJPA, and no other person or entity shall have any rights, title, or interest in the Property. The Property shall vest in the TJPA on the date that a certified copy of this Final Order of Condemnation is recorded in the Office of the Recorder of the County of San Francisco, California.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that under Revenue and Taxation Code Sections 4986, 5081, 5082, 5082.1, 5085, and 5086.1, all taxes and assessments accruing on the Property are hereby canceled as of May 31, 2011, the date of apportionment.

Dated: May 29, 2015


Judge Joseph M. Quinn
San Francisco Superior Court



679046.4

| |
|-----------------------------|
| Final Order of Condemnation |
| Case No. CGC-10-506781 |



EXHIBIT A

LEGAL DESCRIPTION

EXHIBIT "A"

THE LAND REFERRED TO HEREIN BELOW IS SITUATED IN THE CITY OF SAN FRANCISCO, COUNTY OF SAN FRANCISCO, STATE OF CALIFORNIA, AND IS DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE NORTHWESTERLY LINE OF HOWARD STREET, DISTANT THEROEN 175 FEET NORTHEASTERLY FROM THE NORTHEASTERLY LINE OF SECOND STREET; RUNNING THENCE NORTHEASTERLY ALONG SAID NORTHWESTERLY LINE OF HOWARD STREET 75 FEET; THENCE AT A RIGHT ANGLE NORTHWESTERLY 100 FEET; THENCE AT RIGHT ANGLES SOUTHWESTERLY 75 FEET; THENCE AT A RIGHT ANGLE SOUTHEASTERLY 100 FEET TO THE NORTHWESTERLY LINE OF HOWARD STREET AND THE POINT OF BEGINNING.

BEING PORTION OF 100 VARA BLOCK NO. 347.

APN: Lot 020, Block 3721

