



reference to Section 7.3.2 contained in Section 7.3.2 is hereby revised to read Section 7.3.1, and (iii) the phrase in Section 14.8 of the Declaration "for purposes of this Section" is hereby revised to read "for purposes of this Article".

3 Interpretation. Unless the context otherwise requires, all words, terms and phrases used in this Supplementary Declaration shall have the meaning ascribed thereto in the Declaration.

IN WITNESS WHEREOF, this Supplementary Declaration has been executed as of the date first above written.

DECLARANT: owner

500 WEST HARBOR DRIVE, LLC, a Delaware limited liability company

By: CFT MANAGEMENT CORP, INC., a Delaware corporation, its managing member

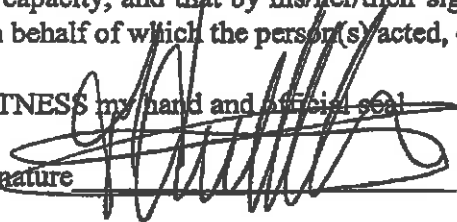
By: Saul J. Sack  
Name: Saul J. Sack  
Title: Vice President

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF Los Angeles )

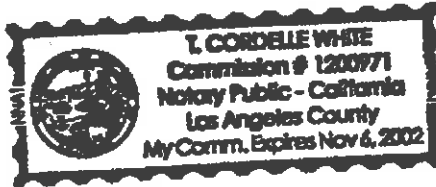
On 1/31/02 before me, T. Cordelle White, personally appeared Saul Sack personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name(s) are/is subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity, 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.

WITNESS my hand and official seal

Signature



(SEAL)



## EXHIBIT "B"

Unit	% Of total	Unit	% Of total	Unit	% Of total	Unit	% Of total
TH-101	0.4712%	306	0.2966%	505	0.2958%	704	0.2966%
TH-102	0.2788%	307	0.2202%	506	0.2966%	705	0.2958%
TH-103	0.3645%	308	0.2620%	507	0.2202%	706	0.2966%
TH-104	0.3246%	309	0.2765%	508	0.2620%	707	0.2202%
TH-105	0.3086%	310	0.3106%	509	0.2765%	708	0.2620%
TH-106	0.3720%	311	0.3281%	510	0.3106%	709	0.2765%
TH-107	0.3730%	312	0.3189%	511	0.3281%	710	0.3106%
TH-108	0.4030%	313	0.3136%	512	0.3189%	711	0.3281%
TH-109	0.4093%	314	0.3068%	513	0.3136%	712	0.3189%
TH-110	0.4657%	315	0.1874%	514	0.3068%	713	0.3136%
TH-111	0.3730%	316	0.1816%	515	0.1874%	714	0.2918%
TH-112	0.3086%	317	0.2966%	516	0.1816%	715	0.2743%
TH-113	0.4093%	318	0.2445%	517	0.2966%	716	0.1816%
TH-114	0.3908%	319	0.2966%	518	0.2445%	717	0.2966%
TH-115	0.3071%	320	0.2966%	519	0.2966%	718	0.2445%
TH-116	0.4584%	321	0.3700%	520	0.2966%	719	0.2966%
TH-117	0.3246%	322	0.3898%	521	0.3700%	720	0.2966%
TH-119	0.3442%	323	0.2685%	522	0.3898%	721	0.3700%
TH-120	0.4238%	324	0.2685%	523	0.2685%	722	0.3898%
TH-122	0.4519%	401	0.3700%	524	0.2685%	801	0.3700%
TH-123	0.3705%	402	0.3898%	601	0.3700%	802	0.3898%
TH-124	0.4103%	403	0.2966%	602	0.3898%	803	0.2966%
TH-125	0.3920%	404	0.2966%	603	0.2966%	804	0.2966%
TH-126	0.3928%	405	0.2958%	604	0.2966%	805	0.2958%
TH-127	0.4449%	406	0.2966%	605	0.2958%	806	0.2966%
TH-128	0.3720%	407	0.2202%	606	0.2966%	807	0.2202%
TH-129	0.4093%	408	0.2620%	607	0.2202%	808	0.2620%
TH-130	0.4030%	409	0.2765%	608	0.2620%	809	0.2765%
TH-131	0.3730%	410	0.3106%	609	0.2765%	810	0.3106%
TH-132	0.3720%	411	0.3281%	610	0.3106%	811	0.3281%
TH-133	0.3086%	412	0.3189%	611	0.3281%	812	0.3189%
TH-134	0.3246%	413	0.3136%	612	0.3189%	813	0.3136%
TH-135	0.3645%	414	0.3068%	613	0.3136%	814	0.2918%
TH-136	0.2788%	415	0.1874%	614	0.3068%	815	0.2743%
TH-137	0.4712%	416	0.1816%	615	0.1874%	816	0.1816%
TH-138	0.3885%	417	0.2966%	616	0.1816%	817	0.2966%
TH-139	0.3943%	418	0.2445%	617	0.2966%	818	0.2445%
TH-140	0.3943%	419	0.2966%	618	0.2445%	819	0.2966%
TH-141	0.3832%	420	0.2966%	619	0.2966%	820	0.2966%
201	0.3645%	421	0.3700%	620	0.2966%	821	0.3700%
202	0.4383%	422	0.3898%	621	0.3700%	822	0.3898%
203	0.3469%	423	0.2685%	622	0.3898%	901	0.3700%
301	0.3700%	424	0.2685%	623	0.2685%	902	0.3898%
302	0.3898%	501	0.3700%	624	0.2685%	903	0.2966%
303	0.2966%	502	0.3898%	701	0.3700%	904	0.2966%
304	0.2966%	503	0.2966%	702	0.3898%	905	0.2958%
305	0.2958%	504	0.2966%	703	0.2966%	906	0.2966%

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Unit	% Of total	Unit	% Of total	Unit	% Of total	Unit	% Of total
907	0.2202%	1018	0.2445%	1207	0.2202%	1319	0.2966%
908	0.2620%	1019	0.2966%	1208	0.2620%	1320	0.2966%
909	0.2765%	1020	0.2966%	1209	0.2765%	1321	0.3700%
910	0.3106%	1021	0.3700%	1210	0.3106%	1322	0.3898%
911	0.3281%	1022	0.3898%	1211	0.3281%	1401	0.3865%
912	0.3189%	1101	0.3700%	1212	0.3189%	1402	0.3945%
913	0.3136%	1102	0.3898%	1213	0.3136%	1403	0.4559%
914	0.2918%	1103	0.2966%	1214	0.2918%	1404	0.5183%
915	0.2743%	1104	0.2966%	1215	0.2743%	1501	0.1493%
916	0.1816%	1105	0.2958%	1216	0.1816%	1502	0.3181%
917	0.2966%	1106	0.2966%	1217	0.2966%	1503	0.2838%
918	0.2445%	1107	0.2202%	1218	0.2445%	1504	0.2442%
919	0.2966%	1108	0.2620%	1219	0.2966%	1505	0.2442%
920	0.2966%	1109	0.2765%	1220	0.2966%	1506	0.2442%
921	0.3700%	1110	0.3106%	1221	0.3700%	1507	0.2362%
922	0.3898%	1111	0.3281%	1222	0.3898%	1508	0.2655%
1001	0.3700%	1112	0.3189%	PH-1	0.7597%	1601	0.3737%
1002	0.3898%	1113	0.3136%	1303	0.2966%	1602	0.3181%
1003	0.2966%	1114	0.2918%	1304	0.2966%	1603	0.5676%
1004	0.2966%	1115	0.2743%	1305	0.2958%	1604	0.2442%
1005	0.2958%	1116	0.1816%	1306	0.2966%	1605	0.2442%
1006	0.2966%	1117	0.2966%	1307	0.2202%	1606	0.2442%
1007	0.2202%	1118	0.2445%	1308	0.2620%	1607	0.2362%
1008	0.2620%	1119	0.2966%	1309	0.2765%	1608	0.5225%
1009	0.2765%	1120	0.2966%	1310	0.3106%	1609	0.5310%
1010	0.3106%	1121	0.3700%	1311	0.3281%	1610	0.3589%
1011	0.3281%	1122	0.3898%	1312	0.3189%	1701	0.3737%
1012	0.3189%	1201	0.3700%	1313	0.3136%	1702	0.3181%
1013	0.3136%	1202	0.3898%	1314	0.2918%	1703	0.2442%
1014	0.2918%	1203	0.2966%	1315	0.2743%	1704	0.2442%
1015	0.2743%	1204	0.2966%	1316	0.1816%	1705	0.2442%
1016	0.1816%	1205	0.2958%	1317	0.2966%	1706	0.2362%
1017	0.2966%	1206	0.2966%	1318	0.2445%	1707	0.3589%

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City Front Terrace  
Page 2 of 3  
ID# 62300996B014  
6/28/2000

This schedule is based on the budget initially approved by the DRE for the project. The monthly assessments and monthly budgets are based on the initial budget and may change in the future.

### PRORATION SCHEDULE

Unit Size	# of Units	Total Sq. Ft.	% of Total	Monthly Pro.Amt.	Pro Amt.	Base	Monthly Assmt.	Monthly Budget
596	1	596	.1493%	61659.72	92.06	351.22	443.28	\$443.28
725	11	7975	.1816%	61659.72	111.97	351.22	463.19	\$5,095.09
748	4	2992	.1874%	61659.72	115.55	351.22	466.77	\$1,867.08
879	11	9669	.2202%	61659.72	135.77	351.22	486.99	\$5,856.89
943	3	2829	.2362%	61659.72	145.64	351.22	496.86	\$1,490.58
975	9	8775	.2442%	61659.72	150.57	351.22	501.79	\$4,516.11
976	11	10736	.2445%	61659.72	150.76	351.22	501.98	\$5,521.78
1046	11	11506	.2620%	61659.72	161.55	351.22	512.77	\$5,640.47
1060	1	1060	.2655%	61659.72	163.71	351.22	514.93	\$514.93
1072	8	8576	.2685%	61659.72	165.56	351.22	516.78	\$4,134.24
1095	7	7665	.2743%	61659.72	169.18	351.22	520.35	\$8,642.45
1104	11	12144	.2765%	61659.72	170.49	351.22	521.71	\$5,738.81
1111	2	2222	.2788%	61659.72	171.80	351.22	522.82	\$1,045.64
1133	1	1133	.2838%	61659.72	174.99	351.22	526.21	\$526.21
1165	7	8155	.2918%	61659.72	179.92	351.22	531.14	\$3,717.98
1181	11	12991	.2958%	61659.72	182.39	351.22	533.61	\$5,869.71
1184	66	78144	.2966%	61659.72	182.88	351.22	534.10	\$35,250.60
1212	1	1212	.3086%	61659.72	187.20	351.22	538.42	\$538.42
1226	1	1226	.3071%	61659.72	189.36	351.22	540.58	\$540.58

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Unit Size	# of Units	Total Sq. Ft.	% of Total	Monthly Pro.Amt.	Pro Amt.	Base	Monthly Assmt.	Monthly Budget
1225	4	4900	.3068%	61659.72	189.17	351.22	540.39	\$2,161.56
1232	2	2464	.3086%	61659.72	190.28	351.22	541.50	\$1,083.00
1240	11	13640	.3106%	61659.72	191.52	351.22	542.74	\$5,970.14
1252	11	13772	.3136%	61659.72	193.36	351.22	544.58	\$5,990.38
1270	3	3810	.3181%	61659.72	196.14	351.22	547.36	\$1,642.08
1273	11	14003	.3189%	61659.72	196.63	351.22	547.85	\$6,026.35
1296	3	3888	.3246%	61659.72	200.15	351.22	551.37	\$1,654.11
1310	11	14410	.3281%	61659.72	202.31	351.22	553.58	\$6,088.83
1374	1	1374	.3442%	61659.72	212.28	351.22	563.45	\$563.45
1385	1	1385	.3469%	61659.72	213.90	351.22	565.12	\$565.12
1433	2	2866	.3589%	61659.72	221.30	351.22	572.52	\$1,145.04
1455	3	4865	.3645%	61659.72	224.75	351.22	575.97	\$1,727.91
1477	21	31017	.3700%	61659.72	228.14	351.22	579.36	\$12,166.56
1479	1	1479	.3705%	61659.72	228.45	351.22	579.67	\$579.67
1485	3	4455	.3720%	61659.72	229.37	351.22	580.59	\$1,741.77
1489	3	4467	.3730%	61659.72	229.99	351.22	581.21	\$1,743.63
1492	2	2984	.3737%	61659.72	230.42	351.22	581.64	\$1,163.28
1530	1	1530	.3832%	61659.72	236.28	351.22	587.50	\$587.50
1543	1	1543	.3865%	61659.72	238.31	351.22	589.53	\$589.53
1551	1	1551	.3885%	61659.72	239.55	351.22	590.77	\$590.77
1556	21	32676	.3898%	61659.72	240.35	351.22	591.57	\$12,422.97
1560	1	1560	.3908%	61659.72	240.97	351.22	592.19	\$592.19
1565	1	1565	.3920%	61659.72	241.71	351.22	592.93	\$592.93
1568	1	1568	.3928%	61659.72	242.20	351.22	593.42	\$593.42
1574	2	3148	.3943%	61659.72	243.12	351.22	594.34	\$1,188.68
1575	1	1575	.3945%	61659.72	243.25	351.22	594.47	\$594.47

Unit Size	# of Units	Total Sq. Ft.	% of Total	Monthly Pro.Amt.	Pro Amt.	Base	Monthly Assmt.	Monthly Budget	
1609	2	3218	.4030%	61659.72	248.49	351.22	599.71	\$1,199.42	
1634	3	4902	.4093%	61659.72	252.37	351.22	603.59	\$1,810.77	
1638	1	1638	.4103%	61659.72	252.99	351.22	604.21	\$604.21	
1692	1	1692	.4238%	61659.72	261.31	351.22	612.53	\$612.53	
1750	1	1750	.4383%	61659.72	270.25	351.22	621.47	\$621.47	
1776	1	1776	.4449%	61659.72	274.32	351.22	625.54	\$625.54	
1804	1	1804	.4519%	61659.72	278.64	351.22	629.86	\$629.86	
1820	1	1820	.4559%	61659.72	281.11	351.22	632.33	\$632.33	
1830	1	1830	.4584%	61659.72	282.65	351.22	633.87	\$633.87	
1859	1	1859	.4657%	61659.72	287.15	351.22	638.37	\$638.37	
1881	2	3762	.4712%	61659.72	290.54	351.22	641.76	\$1,283.52	
2069	1	2069	.5183%	61659.72	319.58	351.22	670.80	\$670.80	
2086	1	2086	.5225%	61659.72	322.17	351.22	673.39	\$673.39	
2120	1	2120	.5310%	61659.72	327.41	351.22	678.63	\$678.63	
2266	1	2266	.5676%	61659.72	349.98	351.22	701.20	\$701.20	
3033	1	3033	.7597%	61659.72	468.43	351.22	819.65	\$819.65	
		820	399226						\$174,051.75

\$174,051.75 vs. \$174,050.27

Square foot measurements are given for the purpose of comparing unit size in order to prorate expenses. Actual square footages may vary.

Variable Assessments:

Highest Assmt	minus	Lowest Assmt	divided by	Lowest Assmt	=	% Differential
#####		\$443.28		\$443.28		85%


**SUBORDINATION AGREEMENT**

The undersigned, as holder of the beneficial interest in that certain that certain Deed of Trust recorded in the Office of the County Recorder of San Diego County on February 18, 2000, File/Page 2000-0084707, which Deed of Trust encumbers all or a portion of the real property covered by the First Amended and Restated Declaration of Covenants, Conditions and Restrictions of CityFront Terrace ("Declaration"), does hereby intentionally and unconditionally subordinate the lien of said Deed of Trust to the Declaration recorded concurrently herewith and to which this Subordination Agreement is attached.

Dated: JUNE 15, 2000


DANIEL BURNHAM COURT LLC,  
a Delaware limited liability company  
(formerly known as CityFront Terrace, LLC)

By: Kabuto International Corporation,  
a California corporation, a Member


By:   
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

By: Marina Village Associates,  
a California General Partnership,  
a Member

By: Gentium Realty Investments, Inc., a  
California corporation,  
a General Partner

By:   
Name: \_\_\_\_\_  
Its: \_\_\_\_\_

By: Royal Crest Investments,  
a California corporation,  
a General Partner

By:   
Name: \_\_\_\_\_  
Its: \_\_\_\_\_



# ALL-PURPOSE ACKNOWLEDGEMENT

State of California

County of SAN FRANCISCO

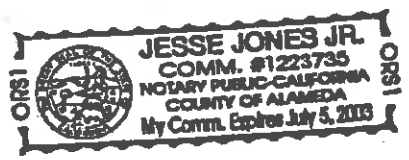
} SS.

On JUL 06 2008 before me, JESSE JONES JR

personally appeared MASANOZI KAJITH, KIM Kim

personally known to me - OR -

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 signatures(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



WITNESS my hand and official seal.

[Signature]  
NOTARY'S SIGNATURE

## OPTIONAL INFORMATION

The information below is not required by law. However, it could prevent fraudulent attachment of this acknowledgement to an unauthorized document.

### CAPACITY CLAIMED BY SIGNER (PRINCIPAL)

- INDIVIDUAL
- CORPORATE OFFICER
- \_\_\_\_\_ TITLE(S)
- PARTNER(S)
- ATTORNEY-IN-FACT
- TRUSTEE(S)
- GUARDIAN/CONSERVATOR
- OTHER: \_\_\_\_\_

### DESCRIPTION OF ATTACHED DOCUMENT

\_\_\_\_\_ TITLE OR TYPE OF DOCUMENT

\_\_\_\_\_ NUMBER OF PAGES

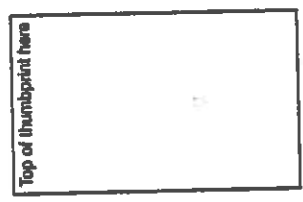
\_\_\_\_\_ DATE OF DOCUMENT

\_\_\_\_\_ OTHER

SIGNER IS REPRESENTING:  
NAME OF PERSON(S) OR ENTITY(IES)

\_\_\_\_\_

RIGHT THUMBPRINT  
OF  
SIGNER



STATE OF Georgia  
COUNTY OF Fulton ss.

On June 15, 2002 before me Cadya Collyer NOTARY PUBLIC, personally appeared Debra Marshall, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.  
Signature Cadya Collyer (SEAL)

Notary Public, Fulton County, Georgia  
My Commission Expires Nov. 4, 2002

STATE OF CALIFORNIA )  
 ) ss.  
COUNTY OF SAN DIEGO )

On June 15, 2000, before me TORR MELLING, NOTARY PUBLIC, personally appeared SAM FELLUS, proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature



(SEAL)

