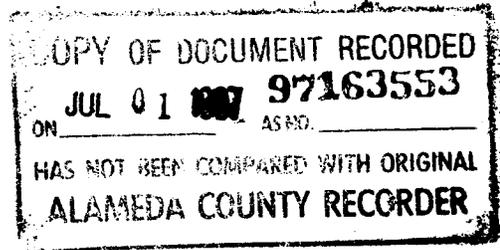


PLEASE COMPLETE THIS INFORMATION

RECORDING REQUESTED BY:

WHEN RECORDED MAIL TO:

City of Emeryville
2200 Powell St. 12 flr.
Emeryville CA. 94608
ATTN: Juan C. Arreguin



THIS SPACE FOR RECORDER'S USE ONLY

First Amendment To Covenant of Deed Restriction
TITLE OF DOCUMENT

THIS PAGE ADDED TO PROVIDE ADEQUATE SPACE FOR RECORDING INFORMATION
(Govt. Code 27361.6)
(Additional recording fee applies)

The Site also includes land located in the City of Emeryville, Alameda County, consisting of a portion of the following parcels required for the construction of the Bay Street Extension directly north of Powell Street to 64th Street, and adjacent to the western line of the Southern Pacific Transportation Company right-of-way:

APN# 49-1492-10

APN# 49-1493-9

APN# 49-1493-10

APN# 49-1493-11

Bay Street Public Right-of-Way

Shellmound Street Public Right-of-Way

A map of the parcels and approximate project limits is attached hereto.

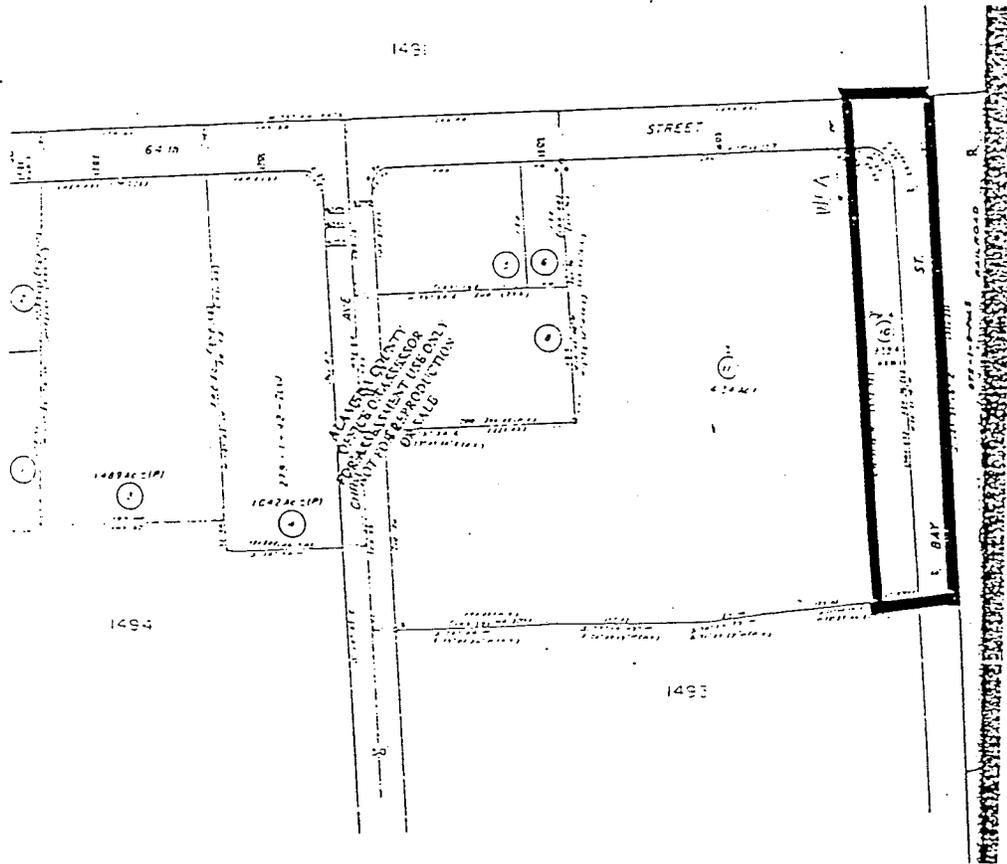


EXHIBIT A-1

1493

Scale: 1" = 100'

Sale Map No. 1 - Salt Marsh & Tidelands (Case 1-9-2) (F. 100 Section 15, T. 1 S. P.M. 5303 11/4/79)
Record of Survey (R.S. 845 Pg. 43)

Direct: 7.66HL
Revised: 6-2-78 PB
1-8-80
3-9-80 BV
6-6-88 PB
5-16-94 MVF

1" = 1650'

ALAMEDA COUNTY
OFFICE OF ASSESSOR
FOR ASSESSMENT USE ONLY
NOT FOR REPRODUCTION
OR SALE

Vertical: Portion Back 1514

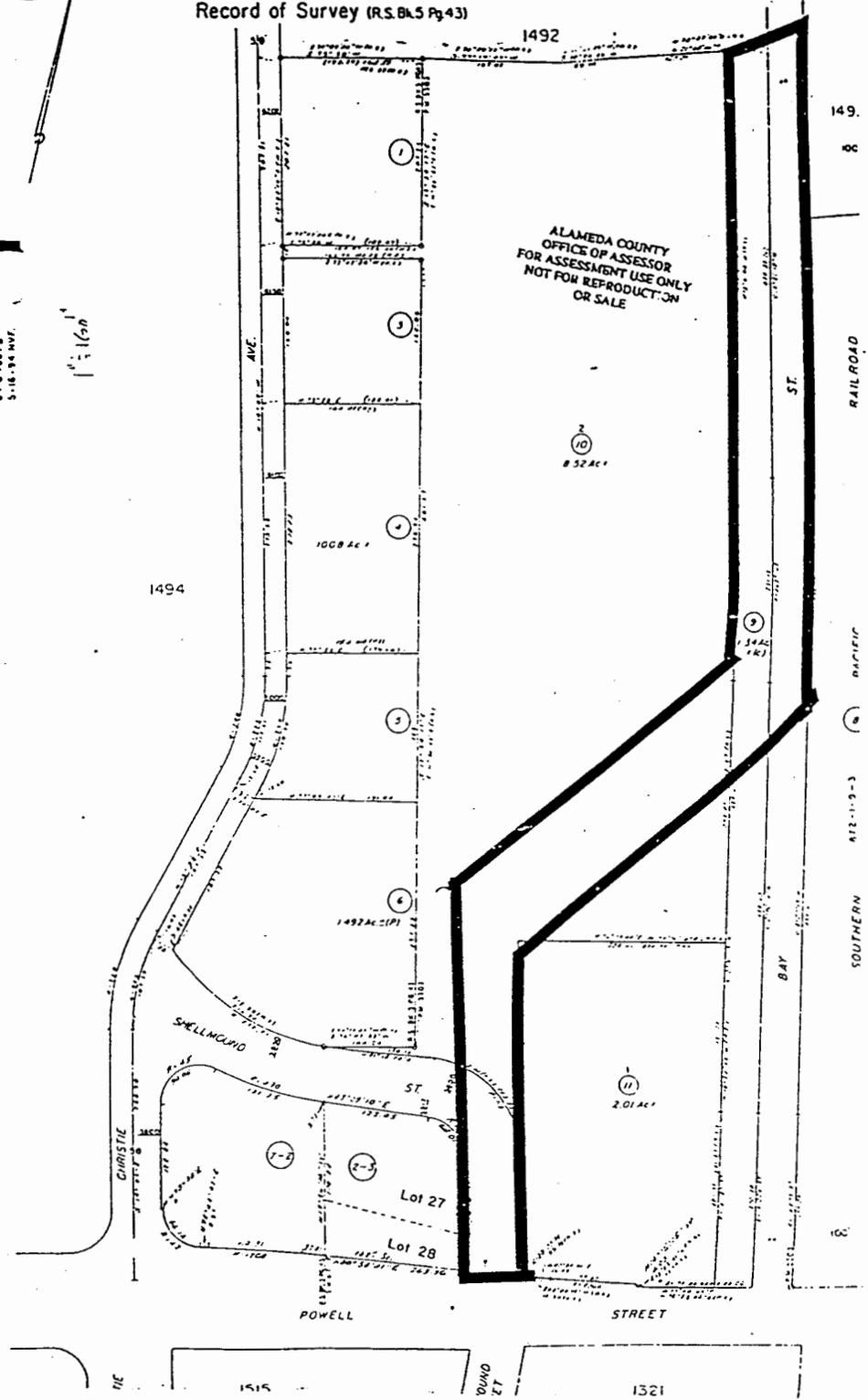


EXHIBIT A1

Except as hereby amended by this First Amendment to Covenant to Restrict Use of Property, the provisions of the Covenant remain in full force and effect.

Barbara J. Cook
Barbara J. Cook, P.E., Chief
Northern California
Coastal Cleanup Operations Branch
Department of Toxic Substances Control

Date: 4/19/97

John A. Flores
John A. Flores
City Manager
City of Emeryville

Date: 6-17-97

Approved as to Form:

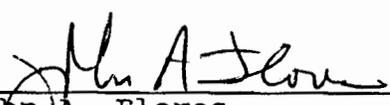
Orchid Kwei 4/28/97
Orchid Kwei
Office of Legal Counsel
Department of Toxic Substances Control

Michael G. Biddle
Asst City Attorney
City of Emeryville

Except as hereby amended by this First Amendment to Covenant to Restrict Use of Property, the provisions of the Covenant remain in full force and effect.

Barbara J. Cook, P.E., Chief
Northern California
Coastal Cleanup Operations Branch
Department of Toxic Substances Control

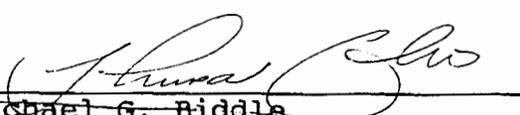
Date: _____


John A. Flores
City Manager
City of Emeryville

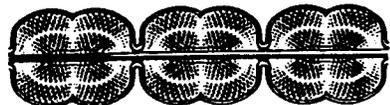
Date: 6-29-97

Approved as to Form:

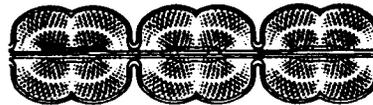

Orchid Kwei
Office of Legal Counsel
Department of Toxic Substances Control


Michael G. Biddle
Asst City Attorney
City of Emeryville

CALIFORNIA



ALL-PURPOSE



ACKNOWLEDGEMENT

STATE OF CALIFORNIA)

COUNTY OF Alameda)

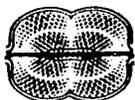
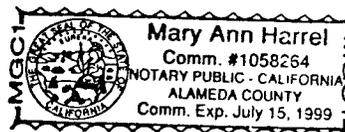
On 6-19-97 before me, Mary Ann Harrel, Notary Public
DATE NAME, TITLE OF OFFICER - E.G., "JANE DOE, NOTARY PUBLIC"

personally appeared, BARBARA J. COOK

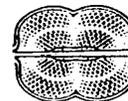
personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the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

WITNESS my hand and official seal.

Mary Ann Harrel (SEAL)
NOTARY PUBLIC SIGNATURE



OPTIONAL INFORMATION



TITLE OR TYPE OF DOCUMENT First Amendment to Covenant to Restrict Use of Property

DATE OF DOCUMENT _____ NUMBER OF PAGES 4

SIGNER(S) OTHER THAN NAMED ABOVE Flores, Kwee, Cho

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

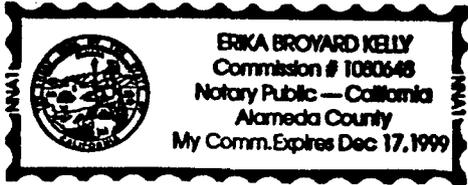
State of California

County of Alameda

On June 29, 1997 before me, Erika Broyard Kelly
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared John A. Flores
Name(s) of Signer(s)

- personally known to me
- 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.

WITNESS my hand and official seal.

Erika Broyard Kelly
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: First Amendment to Covenant to Restrict of Property ^{USE}

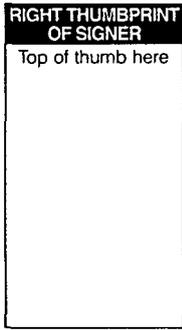
Document Date: _____ Number of Pages: 4

Signer(s) Other Than Named Above: Cook, Kwei, CNO

Capacity(ies) Claimed by Signer(s)

Signer's Name: John A. Flores

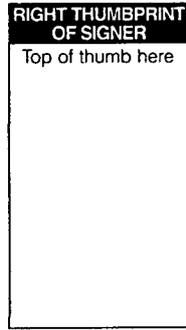
- Individual
- Corporate Officer
Title(s): City Manager
- Partner — Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____



Signer Is Representing:
City of Emeryville

Signer's Name: _____

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



Signer Is Representing:
