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and when recorded return to:

APN 471-652-05

Space above for Recorder's use.

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE is made as of May 24, 2012, 2012 (the Effective Date").

1. THE CITY OF SAN DIEGO, a California municipal corporation ("CITY"), and THE NEIGHBORHOOD HOUSE ASSOCIATION, a California nonprofit public benefit corporation ("NHA"), entered into that certain CITY OF SAN DIEGO LEASE AND OPERATION AGREEMENT ("Lease") filed in the Office of the San Diego City Clerk as Document No. RR-288733 on June 3, 1997, for the purposes of establishing and operating a Head Start Center licensed by the State of California to provide day care services and recreation to children as set forth in the Lease.
2. NHA assigned its rights and obligations under the Lease to CHILDREN OF THE RAINBOW HEAD START LLC, a California limited liability company, pursuant to that certain assignment of lease dated September 10, 2008, by and between NHA and COTR; however, NHA remains liable for the payment of rents and for the performance of all other obligations as lessee under the Lease.
3. COTR has abandoned the Lease premises; however, the Lease has not been terminated.
4. The term of the Lease expires on September 30, 2013, with an option to extend the Lease an additional five (5) years.
5. The Lease premises are that certain real property located at 3795-B Fairmont Avenue, San Diego, California 92105 (San Diego County Assessor's Parcel Number 471-652-05).

IN WITNESS WHEREOF, this Memorandum of Lease is executed to be effective as of the Effective Date.

THE CITY OF SAN DIEGO, a
California municipal corporation

BY: [Signature]
Name: James F. Barwick, CCIM
Title: Director, Real Estate Assets

THE NEIGHBORHOOD HOUSE
ASSOCIATION, a California corporation

BY: [Signature]
Name: Rudolph A. Johnson, III
Title: President & CEO

Approved as to form and legality:

JANNI GOLDSMITH, City Attorney

By: [Signature]
Name: Debra T. Brewer
Title: Deputy City Attorney