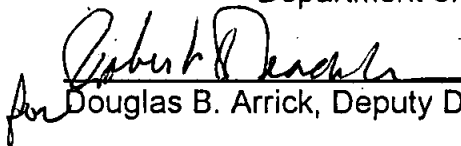


ASSIGNMENT OF LEASE

For valuable consideration, and subject to the continuation of liability set forth herein, the State of California, Department of Transportation (Caltrans) ("Assignee") does hereby assign back and transfer to Conrad T. Prebys, Trustee ("Assignor") all the Assignee's right, title, and interest in that certain Lease Agreement dated December 17, 1982 (the "Lease") by and between the City of San Diego, a Municipal corporation as Lessor, and Conrad T. Prebys, Trustee as Lessee, covering the Premises located at 4835 Pacific Highway, San Diego, California 92110 effective this 1st day of September 1996.

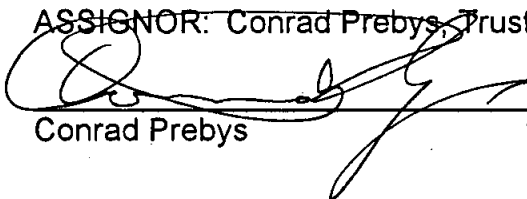
ASSIGNEE: State of California,
Department of Transportation (Caltrans)


Douglas B. Arrick, Deputy District Director

ACCEPTANCE OF ASSIGNMENT

Conrad Prebys, Trustee, the Assignor named in the foregoing Assignment hereby accepts said Assignment, and hereby assumes and agrees to keep, perform and be bound by all the terms, covenants, conditions, and obligations contained in the Lease on the part of the Lessee to be kept and performed effective the 1st day of September 1996.

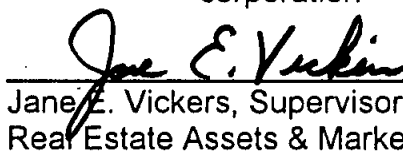
ASSIGNOR: Conrad Prebys, Trustee


Conrad Prebys

CONSENT AND APPROVAL

Lessor hereby consents to this Assignment without waiving its rights with respect to future assignments, and confirms that the provisions of the Lease with respect to assignment have been complied with, and hereby accepts such assignment effective the 1st day of September 1996, subject, however, to the provisions contained in the Lease, and subject to its reservation of all rights and remedies against Assignor as set forth herein, and certifies that the Lease is a valid and enforceable obligation.

LESSOR: City of San Diego, a Municipal
corporation

 8/27/1996
Jane E. Vickers, Supervisor
Real Estate Assets & Marketing

APPROVED AS TO FORM AND LEGALITY

Harold O. Valderhaug, City Attorney

By: 
Chief Deputy City Attorney

Dated: 8/28/96

CITY OF SAN DIEGO

CONSENT TO ASSIGNMENT OF LEASE AGREEMENT

The City of San Diego (CITY), as LESSOR under that certain Lease Agreement entered into with

CONRAD PREBYS

(LESSEE), dated October 31, 1983, and filed in the Office of the City Clerk as Document 259542, hereby consents to the Assignment of that Lease Agreement to

STATE OF CALIFORNIA, DEPARTMENT OF TRANSPORTATION (CALTRANS)

(ASSIGNEE), in accordance with the terms and conditions set out in the attached Right of Way Contract - State Highway entered into by LESSEE and said ASSIGNEE, dated September 1, 1994 and in accordance with additional conditions as follows:

Assignee shall within 30 days submit to the City a Certificate of Insurance certifying that CALTRANS has secured the necessary insurance policies in accordance with the Master Lease.

Assignee acknowledges that the City intends to do an appraisal of the property to determine the current market value. Based on that appraisal the City will calculate a new monthly rental rate effective October 1, 1994.

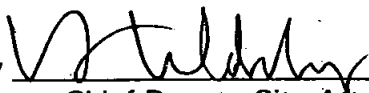
THE CITY OF SAN DIEGO

Dated: 9/29/94

By 
James L. Spotts
Real Estate Assets Director

APPROVED AS TO FORM AND LEGALITY THIS 30 DAY OF September, 1994.

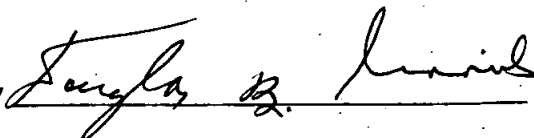
JOHN W. WITT, City Attorney

By 
Chief Deputy City Attorney

APPROVED AND AGREED:

ASSIGNEE:
STATE OF CALIFORNIA DEPARTMENT OF
TRANSPORTATION

Date: 10/3/94

By 

CEBK/dcj
9/28/94