

CITY OF SAN DIEGO
CONSENT TO ASSIGNMENT OF USE AND OCCUPANCY PERMIT
[OLD MILL CAFE]

Recitals

- A. THE CITY OF SAN DIEGO, a California municipal corporation ("City"), and OLD MILL CAFE, INC., a California Corporation ("Old Mill"), are parties to that certain CITY OF SAN DIEGO USE AND OCCUPANCY PERMIT dated August 1, 2010 (the "Permit"), for the operation of a coffee cart concession for sale of coffee drinks and other limited snacks and beverages on CITY-owned property located at 202 "C" Street, San Diego, California 92101.
- B. Old Mill and JENNY GARRETT, an individual ("Garrett"), have entered to that certain ASSIGNMENT AND ASSUMPTION OF USE AND OCCUPANCY PERMIT ("Assignment Agreement") dated January 31, 2012, whereby Old Mill intends to assign its rights and obligations under the Permit to Garrett, and Garrett intends to assume those rights and obligations (the "Assignment").

Consent

CITY hereby consents to the Assignment, provided all of the following conditions are and remain true throughout the term of the Permit:

- a. The Assignment Agreement is subject and subordinate to the Permit, as may be amended from time to time, and this Consent; and

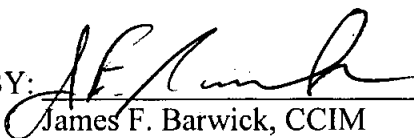
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- b. CITY is not bound by any term or condition in the Assignment Agreement which in any way conflicts with CITY's rights or would otherwise result in increasing CITY's obligations under the Permit.

If at any time the foregoing provisions are not true, this Consent shall automatically and retroactively become null and void as of the date first set forth below.

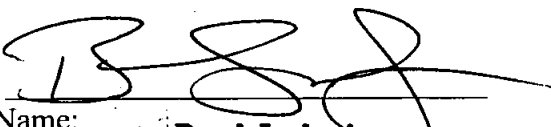
Date: 2/24/12

THE CITY OF SAN DIEGO, a California
municipal corporation

BY: 
James F. Barwick, CCIM
Real Estate Assets Director

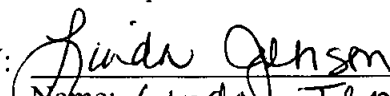
Approved as to form and legality:

JAN I. GOLDSMITH, City Attorney

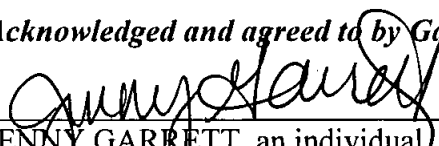
BY: 
Name: Brock Ladewig
Title: Deputy City Attorney

Acknowledged and agreed to by Old Mill:

OLD MILL CAFE, INC., a
California Corporation

BY: 
Name: Linda Jensen
Title: President

Acknowledged and agreed to by Garrett:


JENNY GARRETT, an individual

ASSIGNMENT AND ASSUMPTION OF USE AND OCCUPANCY PERMIT

This Assignment made January 27, 2012, by Linda Jenson, of Old Mill Café, Inc., as assignor, to Jenny Garrett (Sole Proprietor) of Ja Java, as assignee.

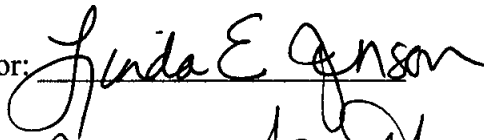
For value received, assignor assigns and transfers to assignee that Use and Occupancy Permit, dated August 1, 2010, executed by assignor as PERMITEE and by City of San Diego, as LESSOR, of the following described premises: Permit Area, 202 "C" Street as described in permit, together with all his right, title, and interest in and to the Permit and premises, subject to all the conditions and terms contained in the Permit to have and to hold from February 1, 2012, until the present term of the lease expires on July 31, 2013.

Assignor states that this interest is free from all encumbrances; and that he has performed all duties and obligations and made all payments required under the terms and conditions of the lease.

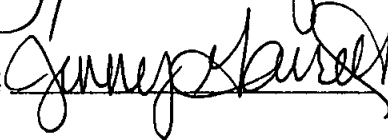
Assignee agrees to defend, indemnify and hold Assignor and it's affiliates, officers, directors, shareholders, employees, partners, agents and representatives from and against all claims, demands, obligations, losses, liabilities, damages, recoveries and deficiencies, including interest, penalties and reasonable attorneys' fees, costs and expenses arising out, resulting from or related in any way whatsoever to the obligations of this Permit.

Assignee agrees to pay all rent due after the effective date of this assignment, and to assume and perform all duties and obligations required by the terms of the lease.

Dated: 1-31, 2012 Assignor:



Dated: 1-31, 2012 Assignee:



Ammendment: TO PURCHASE CENTRE CITY COFFEE

December 14, 2011

The following agreements between Jenny Lynne Garrett a sole proprietor and Old Mill Café, Inc. dba Centre City Coffee pertaining to the sale of Centre City Coffee to Jenny Lynne Garrett have changed as follows.

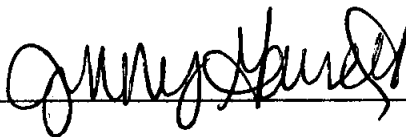
As of Tuesday October 25, 2011 Centre City Coffee closed due to the Occupy San Diego Protest. At this time Jenny Garrett was in training to purchase the cart and understands that the cart will remain closed and that she will open under her new name of JA JAVA. Jenny Garrett agrees to re-open as soon as approved by the City of San Diego and when the police barricades and presence are removed allowing for safe access.

The price of \$80,000 that was agreed upon is now reduced to \$40,000 and is for the cart and equipment only. Because of the closure of the business, goodwill will not be determined in this agreement.

This agreement is contingent upon Jenny Garrett obtaining a lease with the City of San Diego.

A down payment and payment plan for the cart and equipment will be determined.

Jenny Lynne Garrett

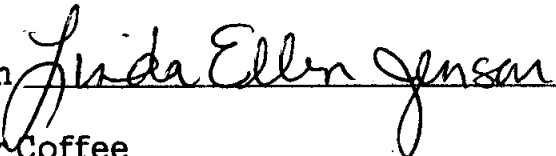


Date

12-14-11

Sole Proprietor

Linda Ellen Jenson



Date

December 14, 2011

Owner Centre City Coffee

AGREEMENT TO PURCHASE CENTRE CITY COFFEE

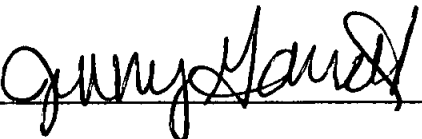
August 29, 2011

The Following are agreements between Jenny Lynne Garrett, a sole proprietor and Old Mill Café, Inc. dba Centre City Coffee pertaining to the sale of Centre City Coffee to Jenny Lynne Garrett

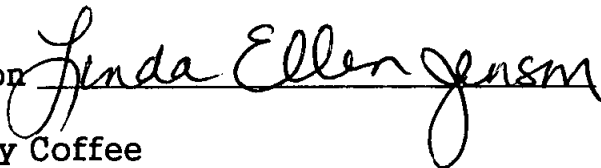
The price of \$80,000 is agreed upon. This agreement is contingent upon Jenny Garrett obtaining financing. Centre City will determine any amount of financing they will extend.

This agreement is contingent upon Jenny Garrett obtaining a lease with the City of San Diego. Approval of a list of all equipment to be conveyed. Approval of all financial and tax records. Ability to obtain a loan.

An escrow will be opened within 60 days of this agreement or when contingences have been removed, whichever is first.

Jenny Lynne Garrett  Date 8-30-11

Sole Proprietor

Linda Ellen Jenson  Date August 30, 2011

Owner Centre City Coffee