

**KELLEY
DRYE**

FACSIMILE TRANSMISSION

TO Susan Hugo
FIRM Alameda County Department of Environmental Health
CITY Alameda
FAX (510) 567- 6780
PHONE (510) 337-9335
NO. OF PAGES 8 (including this page)
DATE January 6, 1998

KELLEY DRYE & WARREN LLP
515 SOUTH FLOWER ST.
SUITE 1100
LOS ANGELES, CA 90071
(213) 689-1300
FAX (213) 688-8150

MESSAGE Re: Keeper Properties/ Former Standard Brands Paint Store, Emeryville,
CA

As we discussed, attached please find a draft Risk Management Plan for this property. We would prefer to restrict recording to the building and/or fire departments, and not record in the real property records. Please call me at (213) 688-8196 after you have had an opportunity to review the attached.

FROM CHRISTINA LYCOYANNIS, ESQ.
PHONE (213) 688-8196 *fax (213) 688-8150*
E-MAIL clycoyannis@kelleydrye.com
CLIENT NO. 63539-016

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**RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:**

STANDARD BRANDS PAINT CO.,
c/o Keeper Properties, LLC
1150 S. Olive Street, Suite 2220
Los Angeles, California 90015

(SPACE ABOVE THIS LINE FOR RECORDER'S USE ONLY)

RISK MANAGEMENT PLAN

INTRODUCTION

The Alameda County Department of Environmental Health (ACDEH) has requested that a Risk Management Plan (RMP) be prepared for this property, which was the subject of a soil and groundwater investigation and risk assessment, completed in June 1997.

RISK MANAGEMENT

1. This document should be recorded in the Real Property Records of Alameda and a copy of this RMP should be provided to the City of Emeryville Planning/Building Department for its records.
2. Care should be exercised to not create a vertical conduit between shallow (<20-25 feet deep) and deeper (>30 feet deep) groundwater.
3. The shallow groundwater beneath the property should not be used for any purpose, unless analyzed and treated if necessary. If water is proposed for use, appropriate notice shall be given to the ACDEH.
4. Due to the detection of motor oil in shallow soils at five feet below ground surface outside the existing building's main door, construction site workers who may handle soils in this area during future construction activities should take appropriate precautions. A health and safety plan should be prepared that requires Level D protection for all workers as per Occupational Health and Safety Administration (OSHA) rules (29 CFR 1910.120), as amended. Level D protection should include appropriate gloves, work clothes, boots and hard hat, if required. In the unlikely event that groundwater is encountered during construction activities, direct contact with the groundwater should be avoided.
5. If soils are generated during construction activities, a soil management plan governing sampling of those soils to determine disposal or reuse options should be developed and submitted to ACDEH. If it becomes necessary to evacuate any groundwater during construction activities, such groundwater should be stored in temporary containers and analyzed for disposal options.

6. Any impacted soils not overlain by concrete or asphalt (*i.e.*, landscaped areas) should be covered as part of Site development with a minimum cover of 18 inches of clean topsoil.

STANDARD BRANDS PAINT CO.,
a California corporation

By: _____
Name: _____
Title: _____

EXHIBIT A
Property Description

PARCEL 1:

PORTION OF THE LAND SHOWN ON THE "MAP OF A PORTION OF THE COGGESHALL TRACT, LYING WEST OF SAN PABLO AVENUE, OAKLAND TOWNSHIP, FILED MAY 14, 1883 IN BOOK 4 OF MAPS, AT PAGE 13 IN THE OFFICE OF THE COUNTY RECORDER OF ALAMEDA COUNTY, DESCRIBED AS FOLLOWS:

COMMENCING AT A POINT ON THE WESTERN LINE OF SAN PABLO AVENUE, DISTANT THEREON SOUTHERLY 75 FEET FROM THE SOUTHERN LINE OF 45TH STREET, AS SAID AVENUE AND STREET ARE SHOWN ON SAID MAP; RUN THENCE PARALLEL WITH SAID LINE OF 45TH STREET WESTERLY 102 FEET TO THE ACTUAL POINT OF BEGINNING OF THE PARCEL OF LAND TO BE DESCRIBED AND RUNNING THENCE PARALLEL WITH SAID LINE OF 45TH STREET WESTERLY 18 FEET; THENCE PARALLEL WITH SAID LINE OF SAN PABLO AVENUE NORTHERLY 25 FEET; THENCE PARALLEL WITH SAID LINE OF 45TH STREET EASTERLY 18 FEET; AND THENCE PARALLEL WITH SAID LINE OF SAN PABLO AVENUE SOUTHERLY 25 FEET TO THE ACTUAL POINT OF BEGINNING.

PARCEL 2:

PORTION OF THE LAND SHOWN ON THE "MAP OF A PORTION OF THE COGGESHALL TRACT, LYING WEST OF SAN PABLO AVENUE, OAKLAND TOWNSHIP, FILED MAY 14, 1883 IN BOOK 4 OF MAPS, AT PAGE 13 IN THE OFFICE OF THE COUNTY RECORDER OF ALAMEDA COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT IN THE WESTERLY LINE OF SAN PABLO AVENUE, DISTANT THEREON NORTH 14° 30' WEST, 423 FEET FROM THE INTERSECTION THEREOF WITH THE NORTHERN LINE OF PARK AVENUE; RUNNING THENCE SOUTH 75° 30' WEST, 125 FEET; THENCE NORTH 14° 30' WEST, 48.12 1/2 FEET; THENCE NORTH 75° 30' EAST, 125 FEET TO SAID WESTERLY LINE OF SAN PABLO AVENUE; THENCE ALONG SAID WESTERLY LINE OF SAN PABLO AVENUE, SOUTH 14° 30' EAST, 48.12 1/2 FEET TO THE POINT OF BEGINNING.

PARCEL 3:

PORTION OF THE LAND SHOWN ON THE "MAP OF A PORTION OF THE COGGESHALL TRACT, LYING WEST OF SAN PABLO AVENUE, OAKLAND TOWNSHIP, FILED MAY 14, 1883 IN BOOK 4 OF MAPS, AT PAGE 13 IN THE OFFICE OF THE COUNTY RECORDER OF ALAMEDA COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE WESTERN LINE OF SAN PABLO AVENUE DISTANT THEREON NORTH 14° 30' WEST 471.125 FEET FROM THE NORTHERN LINE OF PARK AVENUE; RUNNING THENCE SOUTH 75° 30' WEST 125 FEET; THENCE NORTH 14° 30' WEST 48.125 FEET TO THE NORTHERN LINE OF LAND DESCRIBED IN THE DEED BY OTIS W. ENGS TO THE REALTY SYNDICATE, DATED MAY 26, 1903, RECORDED AUGUST 5, 1903 IN BOOK 888 OF DEEDS, PAGE 476, ALAMEDA COUNTY RECORDS; THENCE ALONG THE LAST NAMED LINE NORTH 75° 30' EAST 125 FEET TO SAID LINE OF SAN PABLO AVENUE; THENCE ALONG THE LAST NAMED LINE SOUTH 14° 30' EAST 48.125 FEET TO THE POINT OF BEGINNING.

PARCEL 4A:

PORTION OF THE LAND SHOWN ON THE "MAP OF A PORTION OF THE COGGESHALL TRACT, LYING WEST OF SAN PABLO AVENUE, OAKLAND TOWNSHIP, FILED MAY 14, 1883 IN BOOK 4 OF MAPS,

AT PAGE 13 IN THE OFFICE OF THE COUNTY RECORDER OF ALAMEDA COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE WESTERN LINE OF SAN PABLO AVENUE DISTANT THEREON SEVENTY-FIVE (75) FEET SOUTHERLY FROM THE POINT OF INTERSECTION THEREOF WITH THE SOUTHERN LINE OF 45TH STREET; RUNNING THENCE WESTERLY AND PARALLEL WITH SAID SOUTHERN LINE OF 45TH STREET ONE HUNDRED AND TWENTY (120) FEET; THENCE SOUTHERLY AND PARALLEL WITH SAID WESTERN LINE OF SAN PABLO AVENUE FIFTY (50) FEET; THENCE EASTERLY AND PARALLEL WITH SAID SOUTHERN LINE OF 45TH STREET ONE HUNDRED AND TWENTY (120) FEET TO THE WESTERN LINE OF SAN PABLO AVENUE; AND THENCE NORTHERLY ALONG SAID WESTERN LINE OF SAN PABLO AVENUE FIFTY (50) FEET TO THE POINT OF BEGINNING).

PARCEL 4B:

PORTION OF THE LAND SHOWN ON THE "MAP OF A PORTION OF COGGESHALL TRACT, LYING WEST OF SAN PABLO AVENUE, OAKLAND TOWNSHIP, FILED MAY 14, 1883 IN BOOK 4 OF MAPS, AT PAGE 13 IN THE OFFICE OF THE COUNTY RECORDER OF ALAMEDA COUNTY, DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE SOUTHERN LINE OF 45TH STREET DISTANT THEREON ONE HUNDRED AND TWENTY (120) FEET WESTERLY FROM THE POINT OF INTERSECTION THEREOF WITH THE WESTERN LINE OF SAN PABLO AVENUE; RUNNING THENCE WESTERLY ALONG SAID LINE OF 45TH STREET FIFTY (50) FEET; THENCE SOUTHERLY AND PARALLEL WITH SAID LINE OF SAN PABLO AVENUE ONE HUNDRED AND TWENTY-FIVE (125) FEET; THENCE EASTERLY AND PARALLEL WITH SAID LINE OF 45TH STREET FIFTY (50) FEET; AND THENCE NORTHERLY AND PARALLEL WITH SAID LINE OF SAN PABLO AVENUE ONE HUNDRED AND TWENTY-FIVE (125) FEET TO THE POINT OF BEGINNING.

PARCEL 5:

BEGINNING AT THE POINT OF INTERSECTION OF THE EASTERN LINE OF EMERY STREET, AS SAID EMERY STREET IS SHOWN ON THE "MAP OF A PORTION OF THE COGGESHALL TRACT LYING WEST OF SAN PABLO AVENUE, OAKLAND TOWNSHIP," FILED MAY 14, 1883 IN THE OFFICE OF THE COUNTY RECORDER OF ALAMEDA COUNTY, WITH THE NORTHERN BOUNDARY LINE OF THAT CERTAIN PIECE OR PARCEL OF LAND FIRSTLY DESCRIBED IN THAT CERTAIN DEED FROM OTIS W. BGGS TO THE REALTY SYNDICATE, A CORPORATION, DATED MAY 26, 1903, RECORDED AUGUST 5, 1903 IN BOOK 888 OF DEEDS, PAGE 476, ALAMEDA COUNTY RECORDS; RUNNING THENCE ALONG SAID NORTHERN BOUNDARY LINE OF SAID PIECE OR PARCEL OF LAND NORTH 75° 30' EAST 145 FEET; THENCE SOUTH 14° 30' EAST 54 FEET TO THE NORTHERN BOUNDARY LINE OF THAT CERTAIN PIECE OR PARCEL OF LAND DESCRIBED IN THAT CERTAIN DEED FROM THE REALTY SYNDICATE, A CORPORATION, TO P. W. MOREHOUSE, DATED DECEMBER 14, 1912, RECORDED DECEMBER 27, 1912 IN BOOK 2104 OF DEEDS, PAGE 203, ALAMEDA COUNTY RECORDS; THENCE ALONG SAID NORTHERN BOUNDARY LINE OF SAID PIECE OR PARCEL OF LAND SOUTH 75° 30' WEST 145 FEET TO SAID EASTERN LINE OF SAID EMERY STREET, IF EXTENDED SOUTHERLY AND THENCE ALONG SAID EASTERN LINE OF SAID EMERY STREET IF EXTENDED SOUTHERLY NORTH 14° 30' WEST 54 FEET TO THE POINT OF BEGINNING.

BEING PORTIONS OF PLOTS 6 AND 38, AS SAID PLOTS ARE SHOWN ON THE "MAP OF THE RANCHOS OF VINCENTE & DOMINGO PERALTA, CONTAINING 16970.68 ACRES, SURVEYED BY JULIUS KELLERSBERGER", ETC., FILED JANUARY 21, 1857, IN THE OFFICE OF THE COUNTY RECORDER OF ALAMEDA COUNTY.

PARCEL 6:

BEGINNING AT A POINT ON THE WESTERN LINE OF SAN PABLO AVENUE, DISTANT THEREON 50 FEET SOUTHERLY FROM THE POINT OF INTERSECTION THEREOF, WITH THE SOUTHERN LINE OF 45TH STREET; RUNNING THENCE WESTERLY AND PARALLEL WITH SAID SOUTHERN LINE OF 45TH STREET, 102 FEET; THENCE SOUTHERLY AND PARALLEL WITH SAID WESTERN LINE OF SAN PABLO AVENUE, 25 FEET; THENCE EASTERLY AND PARALLEL WITH SAID SOUTHERN LINE OF 45TH STREET, 102 FEET TO THE WESTERN LINE OF SAN PABLO AVENUE; AND THENCE NORTHERLY ALONG SAID WESTERN LINE OF SAN PABLO AVENUE, 25 FEET TO THE POINT OF BEGINNING.

BEING A PORTION OF THE LAND SHOWN ON THE "MAP OF A PORTION OF THE COGGESHALL TRACT, LYING WEST OF SAN PABLO AVENUE, OAKLAND, TOWNSHIP", FILED MAY 14, 1883, IN BOOK 4 OF MAPS, PAGE 13, IN THE OFFICE OF THE COUNTY RECORDER OF ALAMEDA COUNTY.

PARCEL 7:

BEGINNING AT THE POINT OF INTERSECTION OF THE SOUTHERN LINE OF 45TH STREET WITH THE EASTERN LINE OF EMERY STREET, RUNNING THENCE EASTERLY ALONG SAID LINE OF 45TH STREET ONE HUNDRED (100) FEET; THENCE AT RIGHT ANGLES SOUTHERLY ONE HUNDRED TWENTY-FIVE (125) FEET; THENCE AT RIGHT ANGLE WESTERLY ONE HUNDRED (100) FEET TO THE EASTERN LINE OF EMERY STREET; AND THENCE NORTHERLY ALONG SAID LAST NAMED LINE ONE HUNDRED TWENTY FIVE (125) FEET TO THE POINT OF BEGINNING.

BEING A PORTION OF THE COGGESHALL TRACT AS THE SAME IS SHOWN ON THE "MAP OF A PORTION OF THE COGGESHALL TRACT LYING WEST OF SAN PABLO AVENUE, OAKLAND, TOWNSHIP", FILED MAY 14, 1883, IN THE OFFICE OF THE COUNTY RECORDER OF ALAMEDA COUNTY.

PARCEL 8:

BEGINNING AT A POINT ON THE SOUTHERN LINE OF 45TH STREET DISTANT THEREON 80 FEET WESTERLY FROM THE POINT OF INTERSECTION THEREOF WITH THE WESTERN LINE OF SAN PABLO AVENUE; RUNNING THENCE AT RIGHT ANGLES SOUTHERLY 50 FEET; THENCE AT RIGHT ANGLES WESTERLY 40 FEET; THENCE AT RIGHT ANGLES NORTHERLY 50 FEET TO SAID LINE OF 45TH STREET; THENCE EASTERLY ALONG SAID LINE OF 45TH STREET 40 FEET TO THE POINT OF BEGINNING.

BEING A PORTION OF THE COGGESHALL TRACT, AS SAID TRACT IS SHOWN ON THE "MAP OF A PORTION OF THE COGGESHALL TRACT, LYING WEST OF SAN PABLO AVENUE, OAKLAND TOWNSHIP," FILED MAY 14, 1883, IN BOOK 4 OF MAPS AT PAGE 13, IN THE OFFICE OF THE COUNTY RECORDER OF ALAMEDA COUNTY.

PARCEL 9:

BEGINNING AT THE POINT OF INTERSECTION OF THE SOUTHERN LINE OF 45TH STREET WITH THE WESTERN LINE OF SAN PABLO AVENUE, AS SAID STREET AND AVENUE ARE SHOWN ON THE MAP HEREINAFTER REFERRED TO; RUNNING THENCE SOUTHERLY ALONG SAID LINE OF SAN PABLO AVENUE 50 FEET; THENCE AT RIGHT ANGLES WESTERLY 80 FEET; THENCE AT RIGHT ANGLES NORTHERLY 50 FEET TO THE SAID LINE OF 45TH STREET; THENCE EASTERLY ALONG SAID LINE OF 45TH STREET, 80 FEET TO THE POINT OF BEGINNING.

BEING A PORTION OF THE COGGESHALL TRACT, LYING WEST OF SAN PABLO AVENUE, AS DELINEATED AND SO DESIGNATED UPON THAT CERTAIN "MAP OF A PORTION OF THE

COGGESHALL TRACT, LYING WEST OF SAN PABLO AVENUE" FILED MAY 14, 1883, IN LIBER 4 OF MAPS, PAGE 13, IN THE OFFICE OF THE COUNTY RECORDER OF ALAMEDA COUNTY.

ASSESSOR'S PARCEL NOS.:

- 49-1027-11-1 (AFFECTS PARCELS ONE AND SIX)
- 49-1027-14 (AFFECTS PARCEL TWO)
- 49-1027-13 (AFFECTS PARCEL THREE)
- 49-1027-8-2 (AFFECTS PARCELS FOUR A AND FOUR B)
- 49-1027-23 (AFFECTS PARCEL FIVE)
- 49-1027-7 (AFFECTS PARCEL SEVEN)
- 49-1027-9 (AFFECTS PARCEL EIGHT)
- 49-1027-10 (AFFECTS PARCEL NINE)

CALIFORNIA ALL-PURPOSE KNOWLEDGEMENT

STATE OF CALIFORNIA)
)
COUNTY OF LOS ANGELES)

On _____, before me, _____, Notary Public,
personally appeared _____,

personally known to me - **OR** - proved to me on the basis of satisfactory evidence to be the person(s) whose names(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.

SIGNATURE OF NOTARY

OPTIONAL

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RISK MANAGEMENT PLAN

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1131 Harbor Bay Parkway, Suite 250
Alameda, CA 94502-6577

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To	CHRISTINA LYCOYANIS	From	SUSAN HUGO
Co.	Kelley, Drye & Warren	Co.	ACDEH
Dept.		Phone #	(510) 567-6780
Fax #	(213) 688-8450	Fax #	(510) 337-9335

**COVENANT AND AGREEMENT
REGARDING ENVIRONMENTAL RESTRICTION**

This Covenant and Agreement ("Covenant") is made on the _____ day of _____, 1996 by _____ ("Covenantor"), who is the owner of record of certain property situated in Newark, County of Alameda, State of California, described in Exhibit A, attached hereto and incorporated herein by this reference (the "Property") and by the Alameda County Department of Environmental Health ("Covantee"), with reference to the following facts:

A. There have been investigations conducted to define the type and extent of contamination on the Property. Petroleum hydrocarbon compounds, metals and polychlorinated biphenyls have been detected on the Property in the course of the investigations (collectively the "Contaminants"). Lead is the primary Contaminant on the Property due to its widespread occurrence and the concentrations in which it is present.

B. A Risk Management Plan has been prepared which references and briefly summarizes the investigations. The Risk Management Plan has been reviewed and approved by Covantee who, in turn, has also obtained the approval of all other relevant environmental agencies. The Risk Management Plan is on file with the City of Newark Fire Department and is available to the public for review. Pursuant to the provisions of a Risk Management Plan, the Contaminants will be capped by one of the following in various locations on the Property: buildings, concrete, asphalt or 18 inches of clean soil.

C. The Risk Management Plan also includes procedures to contain and manage the Contaminants at the Property in order to protect human health, water quality and the