

AFFIDAVIT OF EXEMPTION FROM DOCUMENT TRANSFER TAX

No transfer tax is payable because the transfer involves a mere change in form with no gain or loss of beneficial interest in the property by the constituent members. California Revenue and Taxation Code Section 11923(d).

SAN MARIN PARTNERS, INC.,
a California corporation

Dated: June 27 2001

By: *Peter W. Doerken, pres*
Peter W. Doerken, President

EXHIBIT A

**LEGAL DESCRIPTION
San Marin Plaza Shopping Center
Novato, California**

The land referred to herein is situated in the State of California, County of Marin and is described as follows:

PARCEL TWO, AS SHOWN UPON THAT CERTAIN PARCEL MAP ENTITLED, "PARCEL MAP (STANDARD GROWTH PROPERTIES, INC. - 2900 O.R. 281) BEING A RESUBDIVISION OF LOT 977, SAN MARIN UNIT EIGHT 13 RM 47", FILED FOR RECORD APRIL 6, 1976 IN VOLUME 12 OF PARCEL MAPS AT PAGE 40, MARIN COUNTY RECORDS.

EXCEPTING THEREFROM THAT PORTION CONVEYED IN THE DEED FROM DE MATEI & CO., INC., A CALIFORNIA CORPORATION TO THE CITY OF NOVATO, A MUNICIPAL CORPORATION, RECORDED MAY 20, 1983 UNDER RECORDER'S SERIAL NO. 83-023822, MARIN COUNTY RECORDS, DESCRIBED AS FOLLOWS:

COMMENCING AT A POINT IN THE CENTERLINE OF SAN RAMON WAY SHOWN ON THAT CERTAIN PARCEL MAP RECORDED IN BOOK 12 OF PARCEL MAPS, AT PAGE 40, MARIN COUNTY, OFFICIAL RECORDS, FROM WHENCE THE STREET MONUMENT AT SAN MARIN DRIVE AND SAN RAMON WAY BEARS SOUTH 8° 28' 24" EAST 26.00 FEET; THENCE NORTH 81° 31' 36" EAST 55.00 FEET TO A POINT IN THE SOUTHERLY BOUNDARY OF PARCEL 2 OF SAID PARCEL MAP, THE POINT OF BEGINNING OF THE PARCEL HEREIN TO BE DESCRIBED; THENCE FROM SAID POINT OF BEGINNING, AND ALONG SAID BOUNDARY THE FOLLOWING THREE COURSES (1) SOUTH 81° 31' 36" WEST 5.00 FEET; (2) ALONG THE ARC OF A TANGENT CURVE TO THE RIGHT HAVING A RADIUS OF 20.00 FEET, A CENTRAL ANGLE OF 90° 00', AND A LENGTH OF 31.42 FEET, (3) NORTH 8° 28' 24" WEST 196.00 FEET; THENCE LEAVING SAID BOUNDARY NORTH 81° 31' 36" EAST 5.00 FEET; THENCE SOUTH 8° 28' 24" EAST 196.00 FEET; THENCE ALONG THE ARC OF A TANGENT CURVE TO THE LEFT HAVING A RADIUS OF 20.00 FEET; A CENTRAL ANGLE OF 90° 00' AND A LENGTH OF 31.42 FEET TO THE POINT OF BEGINNING.