

**AMENDMENT NO. 6 TO LEASE NO. 10665
PARCEL NO. 33R – MARINA DEL REY SMALL CRAFT HARBOR**

THIS AMENDMENT TO LEASE is made and entered into this 30th day of March, 2006 (“**Effective Date**”).

BY AND BETWEEN

COUNTY OF LOS ANGELES,
hereinafter referred to as “**County**”,

and

THE WATERFRONT – MDR, LLC,
a Delaware limited liability company,
hereinafter referred to as “**Lessee**”.

WITNESSETH

WHEREAS, County and Lessee’s predecessor in interest entered into Lease No. 10655 under the terms of which County leases to Lessee’s predecessor in interest that certain real property located in the Marina del Rey Small Craft Harbor, County of Los Angeles, State of California, commonly known as Parcel 33R, which leasehold premises (the “**Premises**”) is more particularly described on Exhibit “A” attached hereto and incorporated herein (the lease and all amendments thereto are collectively referred to herein as the “**Lease**”); and

WHEREAS, Section 22(C) of the Lease provides that subject to enumerated exceptions, Lessee may not assign all or any part of its interest in the Lease without the prior written consent of the County, and that for purposes of said Section 22(C), the change in one or more general partners in a limited partnership and the sale, assignment or transfer of fifty percent (50%) or more of the stock in a corporation which owns, or is the general partner in a partnership which owns, the leasehold constitutes an event of assignment; and

WHEREAS, in consideration of the County’s approval of the transfer of the Lease to Lessee, the parties desire to amend Section 22(C) of the Lease to define what changes in management and ownership of a limited liability company shall be considered an event of assignment under said Section.

NOW, THEREFORE, in consideration of the mutual agreements, covenants, and restrictions contained herein, the parties, and each of them, agree as follows:

1. SUBLEASES, ASSIGNMENTS, AND SUCCESSORS. Commencing as of the Effective Date, Section 22(C) of the Lease is amended by adding subsection (3) immediately after subsection (2) to read as follows:

"(3) The change in one or more of the managing members in a limited liability company which owns the leasehold, except by death of a managing member and his or her replacement by a vote of the remaining members, or the sale, assignment, or transfer of fifty percent (50%) or more of the ownership interest in a limited liability company which owns, or is the general partner in a partnership which owns, the leasehold."

2. Except as herein specifically amended, all terms, conditions, and provisions of the Lease shall be and continue to remain in full force and effect and are unmodified, and each of the parties hereto reaffirms and re-acknowledges its respective obligations under the Lease as amended hereby.

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IN WITNESS WHEREOF, County has, by order of its Board of Supervisors, caused this Amendment No. 6 to Lease No. 10665 to be subscribed by the Chair of said Board and attested by its Executive Officer, and the Lessee has executed the same.

THE WATERFRONT-MDR, LLC,
a Delaware limited liability company

By: EMC Development, a Limited Liability
Company, a California limited liability
company, Managing Member

By: *Edward M. Czucker*
Edward M. Czucker, President



COUNTY OF LOS ANGELES

ATTEST: JOANNE STURGES
ACTING EXECUTIVE OFFICER
CLERK OF THE BOARD OF SUPERVISORS

By: *Mike Antonovich*
MAYOR, Board of Supervisors

By: *Luis J. Delaloba*, Deputy

ATTEST:

~~VIOLET VARONA-LUKENS,
Executive Officer of the Board of Supervisors~~

~~By: _____
Deputy~~

APPROVED AS TO FORM:

RAYMOND G. FORTNER, JR.,
County Counsel

By: *Raymond G. Fortner, Jr.*
Deputy

ADOPTED
BOARD OF SUPERVISORS
COUNTY OF LOS ANGELES

17

JAN 17 2006

Joanne Sturges
JOANNE STURGES
ACTING EXECUTIVE OFFICER

EXHIBIT A

LEGAL DESCRIPTION

Marina Del Rey
Lease Parcel No. 33R

Parcels 490 to 493 inclusive, and 537 to 541 inclusive, in the County of Los Angeles, State of California, as shown on Los Angeles County Assessor's Map No. 88, recorded in Book 1, pages 53 to 70 inclusive, of Assessor's Maps, in the office of the Recorder of said county.

Excepting therefrom that portion thereof which lies within the following described boundaries:

Beginning at a point in the southerly line of said Parcel 541 distant North $85^{\circ}59'32''$ East thereon 145.00 feet from the southwesterly corner of said last mentioned parcel; thence North $4^{\circ}00'28''$ West to the northwesterly line of said last mentioned parcel; thence northeasterly and easterly along said northwesterly line and the northerly line of said last mentioned parcel to the center line of that certain 20 foot easement for fire access, storm drain and harbor utilities purposes, in said Parcels 537 and 540, as said center line is shown on said map; thence northerly along said center line to the northwesterly line of said Parcel 537; thence northeasterly along said last mentioned northwesterly line to the northeasterly corner of said last mentioned parcel; thence southerly along the easterly lines of said Parcels 537, 540 and 541 to the southeasterly corner of said Parcel 541; thence westerly along the southerly line of said last mentioned parcel to the point of beginning.

Also reserving and excepting therefrom unto the County of Los Angeles, easements for sanitary sewer, storm drain, fire access and harbor utility purposes over those portions thereof designated on said map to be reserved by said county for such purposes.

DESCRIPTION APPROVED
NOV. 1. 11 1964

JOHN A. LAMBIE
County Engineer

BY *Elmer A. Subitke* DEPUTY