



WHEN RECORDED MAIL TO:

City Clerk
City of Riverside
City Hall, 3900 Main Street
Riverside, California 92522

Project: PM 31335 and DR065-012
6688 Box Springs Blvd. and
2358 Cottonwood Ave.
Riverside, California

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A	R	L				COPY	LONG	REFUND	NCHG



COVENANT AND AGREEMENT
AND DECLARATION OF RESTRICTIONS

THIS COVENANT AND AGREEMENT AND DECLARATION OF RESTRICTIONS is made and entered into this 29 day of MARCH, 2004, by Space Center Sycamore Canyon, LLC ("Declarant") with reference to the following facts:

A. Declarant is the fee owner of the real property (the "Property") situated in the City of Riverside, County of Riverside, State of California, described in Exhibit "A" and depicted in Exhibit "B".

B. The Property, known as 6688 Box Springs Boulevard and 2358 Cottonwood Avenue is within the Sycamore Canyon Business Park Specific Plan and is zoned MP-SP (Manufacturing Park Specific Plan). One industrial building encompassing approximately 450,000 square feet exists on the property. A second industrial building encompassing approximately 426,000 square feet is proposed.

C. Tentative Parcel Map 31335 (Planning Department Case No. P03-0327), covering the Property, was approved by the Riverside City Planning Commission on May 22, 2003.

D. Due to the approval of Parcel Map 31335, ("the Parcel Map"), as a condition of issuance of building permits for the second building the City of Riverside ("City") is requiring Declarants to execute and record a covenant and agreement, acceptable to the Planning and Legal Departments of the City, prior to recordation of the Parcel Map, which places restrictions on the development of a portion of Parcel 1 of the Parcel Map in order to assure that sufficient building set back areas, as required by the California Uniform Building Code, are preserved.

NOW, THEREFORE, for the purpose of complying with the conditions imposed by the City for the issuance of building permits and recordation of the Parcel Map, Declarants hereby covenant and agree with the City that the Property is, and shall hereafter be held, transferred, sold, conveyed, hypothecated, encumbered, leased, rented, used and occupied subject to the following covenants, conditions and restrictions:

1. No building, structure or other improvement may be installed, constructed, or placed on Parcel 1 of the Parcel Map, as shown on exhibit "C" that are subject to California Uniform Building Code set back and separation requirements and standards for fire resistive construction .

2. This Covenant and Agreement and Declaration of Restrictions shall run with the land and each and all of its terms shall be binding upon Declarants, its heirs, successors, and assigns. Any person, whether an individual, corporation, association, partnership, or otherwise, who now or hereafter owns or acquires any right, title or interest in or to any portion of the Property shall be deemed to have consented and agreed to the restrictions on the use of the Property as set forth herein above.

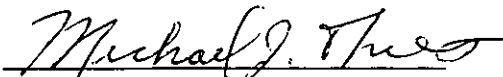
3. The terms of this Covenant and Agreement and Declaration of Restrictions may be enforced by the City, and its successors and assigns. Should the City bring an action to enforce any of the terms of this Covenant and Agreement and Declaration of Restrictions, the prevailing party shall be entitled to court costs, including reasonable attorneys' fees.

4. No modification, waiver, amendment, discharge, termination, or change of this Covenant and Agreement and Declaration of Restrictions, nor any of the provisions contained herein, shall be valid unless same is in writing, signed by the Declarant, its successors or assigns, and the Planning Director of the City, and/or his/her designee, by a writing duly recorded.


IN WITNESS WHEREOF, Declarants have caused this Covenant and Agreement and Declaration of Restrictions to be executed as of the day and year first written above.

SPACE CENTER SYCAMORE CANYON, LLC
A California Limited Liability Company


By: Space Center Sycamore Canyon, Inc.
A Minnesota Corporation, Manager


Michael J. Thies, Vice President

By: The Fullmer Company,
A California General Partnership, Manager

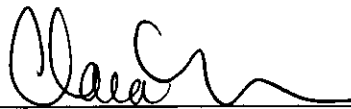

James L. Fullmer, General Partner

APPROVED AS TO FORM:
City of Riverside



Deputy City Attorney
Kristi J. Smith

APPROVED AS TO CONTENT:
City of Riverside



Planning Department
Clara Miramontes

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of Riverside } ss.

On 3/29/04, before me, Patricia L. Jett, Notary Public,
Date Name and Title of Officer (e.g., "Jane Doe, Notary Public")

personally appeared Michael J. Thies
Name(s) of Signer(s)

- personally known to me
 proved to me on the basis of satisfactory evidence



to be the person(s) whose name(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.

Place Notary Seal Above

Patricia L. Jett
Signature of Notary Public

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____

Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- Individual
 Corporate Officer — Title(s): _____
 Partner — Limited General
 Attorney in Fact
 Trustee
 Guardian or Conservator
 Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER

Top of thumb here

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of CALIFORNIA

County of SAN BERNARDINO

On March 29, 2004 before me, Terri R. Rubio **NOTARY PUBLIC,**

Personally appeared James L. Fullmer
Date Name(s) of Signer(s)

- personally known to me
- proved to me on the basis of satisfactory evidence

to be the person(s) whose name(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.

Terri R. Rubio

Signature of Notary Public

(Place Notary Seal Here)

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document:

Title or Type of Document Covenant & Agreement & Declaration of Restrictions

Document Date: March 29, 2004 Number of Pages: Six

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer

Signer's Name: _____

- Individual
- Corporate Officer - Title(s): _____
- Partner -- Limited General
- Attorney-in-Fact
- Trustee
- Guardian or Conservator
- Other: _____

Signer is representing: _____

RIGHT THUMBPRINT OF SIGNER
_____ Top of thumb here

EXHIBIT "A"

PROPERTY DESCRIPTION

In the City of Riverside, California: Parcel 2 (designated as "Remainder Parcel, Not Surveyed") of Parcel Map on file in Book 14 of Parcel Maps, at Page 35 thereof, Records of Riverside County, California;

Excepting therefrom that portion lying easterly of the westerly line of that certain parcel of land as conveyed to the State of California by Deed recorded March 29, 1990 as Instrument No. 112314, Official Records of Riverside County, California.

Said Property is also shown as Parcel Map 31335.

DESCRIPTION APPROVED 5/13/04

DIRECTOR, CITY OF RIVERSIDE

IN THE CITY OF RIVERSIDE, COUNTY OF RIVERSIDE, STATE OF CALIFORNIA

PARCEL MAP NO. 31335

BEING A DIVISION OF A PORTION OF PARCEL 2 OF A PARCEL MAP AS PER MAP RECORDED IN BOOK 14 OF PARCEL MAPS, PAGE 35, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY, BEING A PORTION OF SECTION 10, TOWNSHIP 3 SOUTH, RANGE 4 WEST, SAN BERNARDINO MERIDIAN.

KCT CONSULTANTS, INC.

RIVERSIDE, CALIFORNIA FEBRUARY 2004



AN EASEMENT FOR PUBLIC STREET AND HIGHWAY PURPOSES IN FAVOR OF THE CITY OF RIVERSIDE, RECORDED MAY 10, 2002 AS INST. NO. 2002-246776, O.R.

RECIPROCAL EASEMENT FOR IMPRESS & EGRESS RESERVED HEREON (See Sheet 4)

SURVEYOR'S NOTES

BASIS OF BEARINGS: BEARINGS ARE BASED ON THE NORTH LINE OF PARCEL MAP NO. 24536, ON FILE IN BOOK 162, PAGES 91-98 THEREOF, RECORDS OF RIVERSIDE COUNTY, CALIFORNIA, BEING N89°23'56"E.

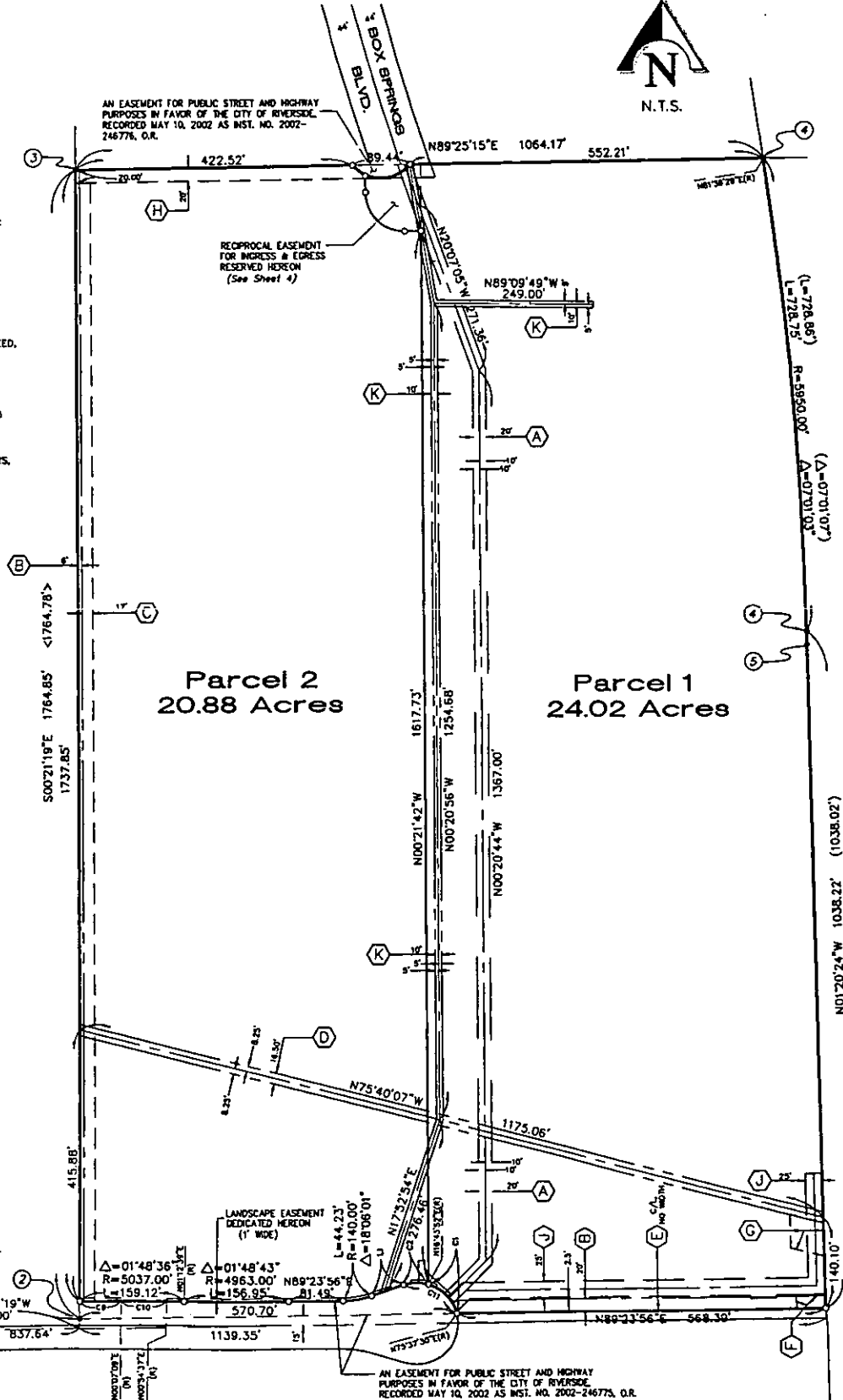
- INDICATES SET 1" IP AND LS 4826 TAG, FLUSH
 - INDICATES FOUND MONUMENT AS NOTED
 - () INDICATES RECORD DATA PER STATE OF CALIFORNIA DEED, INST. #112314, (3-29-90), O.R.
 - [] INDICATES RECORD DATA PER PARCEL MAP NO. 24536, P.M. 162/91-98
 - < > INDICATES RECORD DATA PER PARCEL MAP, P.M. 14/35
- C.R.T.B. CITY OF RIVERSIDE TIE BOOK
 SET 1" IP AND LS 4826 TAG, FLUSH, AT ALL PARCEL CORNERS, UNLESS OTHERWISE NOTED.
 THIS MAP CONTAINS 44.90 ACRES GROSS

COURSE TABLE

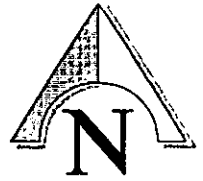
LINE	BEARING	DISTANCE	
L1	N71°17'55"E	51.35'	
CURVE	LENGTH	RADIUS	DELTA
C1	64.76'	63.00'	58°53'38"
C2	36.98'	83.00'	33°29'57"
C3	63.16'	5037.00'	00°43'07"
C10	69.53'	5037.00'	00°47'28"
C11	103.72'	83.00'	94°19'35"

EASEMENT NOTES

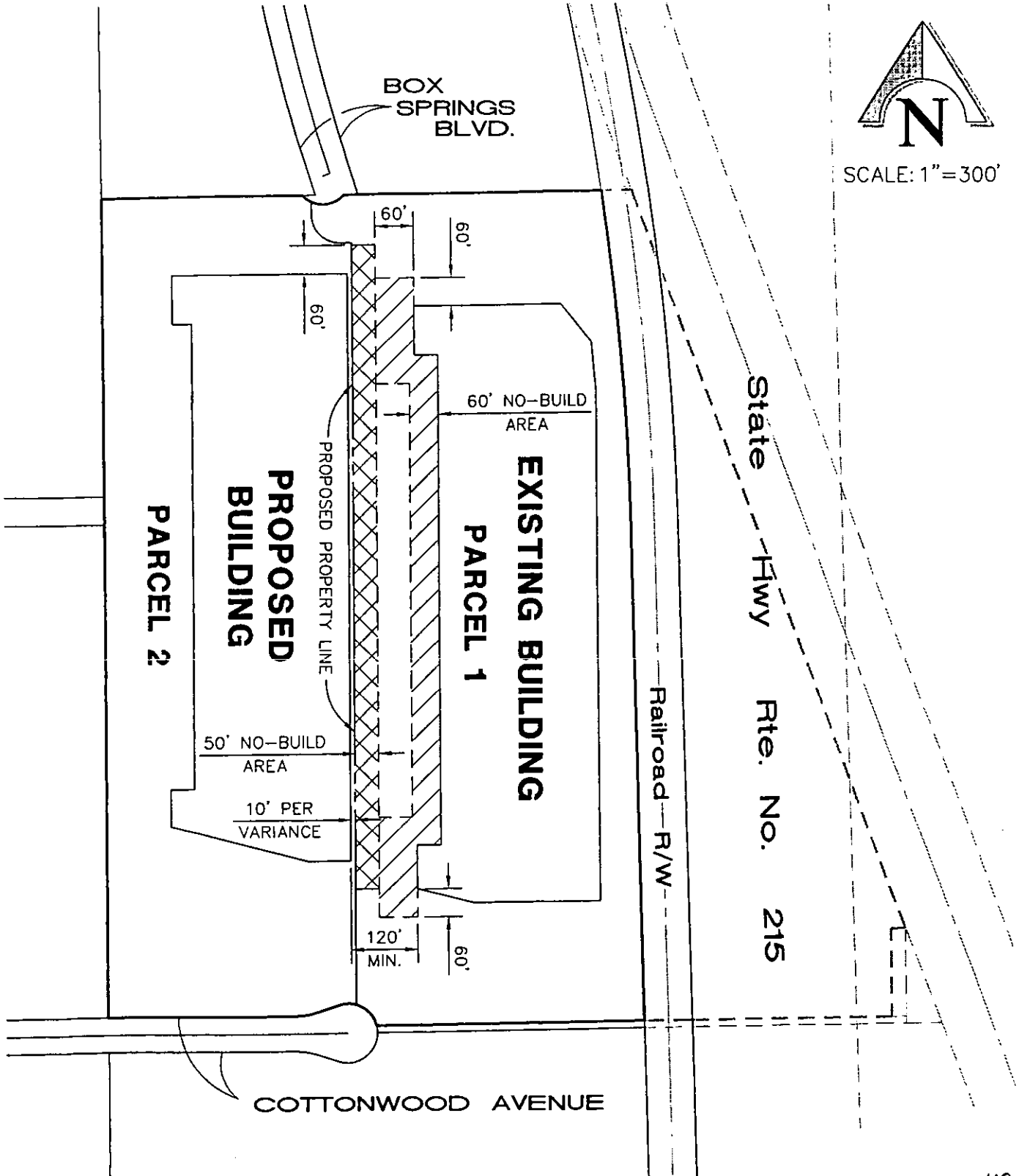
- (A) AN EASEMENT FOR SANITARY SEWER PURPOSES IN FAVOR OF EDMONT COMMUNITY SERVICES DIST., RECORDED AUGUST 8, 2002 AS INST. NO. 2002-436880, O.R.
- (B) AN EASEMENT FOR PUBLIC UTILITY PURPOSES IN FAVOR OF THE CITY OF RIVERSIDE, RECORDED OCTOBER 19, 1973 AS INST. NO. 137269, O.R.
- (C) AN EASEMENT FOR UTILITY PURPOSES IN FAVOR OF THE CITY OF RIVERSIDE, RECORDED FEBRUARY 4, 1994 AS INST. NO. 50326, O.R.
- (D) AN EASEMENT FOR PUBLIC UTILITIES PURPOSES IN FAVOR OF SOUTHERN CALIF. GAS CO., RECORDED SEPTEMBER 18, 1950 IN BK. 1205, PG. 58 AS INST. NO. 2002, O.R.
- (E) AN EASEMENT FOR PUBLIC UTILITIES PURPOSES IN FAVOR OF CALIF. ELEC. POWER CO. & CALIF. WATER & TELEPHONE CO., RECORDED AUGUST 3, 1960 IN BK. 2745, PG. 41, AS INST. NO. 69282, O.R.
- (F) AN EASEMENT FOR SANITARY SEWER PURPOSES IN FAVOR OF EDMONT COMMUNITY SERVICES DIST., RECORDED OCTOBER 6, 1989 AS INST. NO. 347587, O.R.
- (G) AN EASEMENT FOR UTILITY PURPOSES IN FAVOR OF THE STATE OF CALIFORNIA, RECORDED MARCH 18, 1991 AS INST. NO. 88468, O.R.
- (H) AN EASEMENT FOR ELECTRICAL ENERGY DISTRIBUTION AND TRANSMISSION FACILITIES PURPOSES IN FAVOR OF THE CITY OF RIVERSIDE, RECORDED APRIL 21, 1989 AS INST. NO. 128286, O.R. (PORTION OF SAID EASEMENT WAS RELEASED BY QUITCLAIM RECORDED JUNE 27, 2002 AS INST. NO. 2002-352473, O.R.)
- (J) AN EASEMENT FOR PIPELINES PURPOSES IN FAVOR OF WESTERN MUNICIPAL WATER DISTRICT OF RIVERSIDE COUNTY, RECORDED DECEMBER 12, 2002 AS INST. NO. 2002-744324, O.R.
- (K) AN EASEMENT FOR PUBLIC UTILITIES PURPOSES IN FAVOR OF SOUTHERN CALIF. GAS CO., RECORDED SEPTEMBER 23, 2003 AS INST. NO. 2003-740729, O.R.



PARCEL MAP NO. 31335



SCALE: 1" = 300'



734



KCT CONSULTANTS, INC.

Civil Engineers - Surveyors - Planners

P.O. Box 5705 Riverside, CA 92517-5705
4344 Latham St., Suite 200, Riverside, CA 92501

Phone: 909/341-8940 Fax: 909/341-8645
e-mail: kctinc@kctconsultants.com

EXHIBIT "C"

Sheet 1 of 1

Scale: 1" = 300'

Feb. 2004

WO 1009-19

CIA 887