

Appendix for Section 5

Marine Construction and Design Company and Campbell Industries, Inc.

TAB A

County Recorder
9118179 FILE/PAGE # 79-390698

AGREEMENT

FOR

SURRENDER AND TERMINATION OF LEASE

SAN DIEGO UNIFIED PORT DISTRICT

DOCUMENT NO. 17272
FILED SEP 11 1979

MICROFILM NO.
OFFICE OF THE CLERK

The parties to this Agreement are the SAN DIEGO UNIFIED PORT DISTRICT, a public corporation, (Lessor) and SAN DIEGO MARINE CONSTRUCTION CORP. (formerly MCCSD), a California corporation, (Lessee).

Recitals:

Lessor and Lessee entered into a written lease dated, July 14, 1972, (the lease) for premises which are San Diego Bay tidelands located in the City of San Diego, California. The lease is Document No. 6222, on file in the office of the Clerk of Lessor and particularly described in Exhibits "A" and "B", attached hereto and by this reference made a part hereof. The parties intend to terminate the lease by Lessee surrendering and vacating the premises and Lessor accepting such surrender and leasing the premises to a third party.

The Parties Agree:

1. The effective date of this Agreement shall be August 31, 1979, subject to the Lessor entering into and granting a new lease to Southwest Marine, Inc., a California corporation, for the same premises. In the event a new lease is not entered into and granted to Southwest Marine, Inc., a California corporation, this Agreement shall be null and void and of no force or effect.

2. Lessee surrenders the lease and Lessor accepts such surrender on the effective date of this Agreement. The lease shall be fully and finally surrendered and terminated on said effective date, subject to Paragraph 1, above. Lessee shall vacate said premises on said effective date.

3. Any remaining rights, duties or obligations of the parties pursuant to the terms, covenants and conditions in the lease shall continue in full force and effect and shall not be affected by this Agreement. Nothing herein is intended nor shall be construed as a waiver of any such rights or as a release of any such duties or obligations, whether known or unknown at this time or upon the effective date of this Agreement.

DATED: 9-14, 1979. SAN DIEGO UNIFIED PORT DISTRICT

By [Signature]
ASSISTANT PORT DIRECTOR

APPROVED as to form and legality
Port Attorney

SAN DIEGO MARINE CONSTRUCTION CORP.
By [Signature]
Title: PRES.

[Signature]
JOSEPH D. FANELLO
Port Attorney
STATE OF CALIFORNIA)
COUNTY OF SAN DIEGO) ss.

On this 14 day of SEPT., 1979, before me, a Notary Public in and for the County of San Diego, State of California, personally appeared GABRIEL S. GARRIGA, known to me to be the ASSISTANT PORT DIR. of the San Diego Unified Port District, a public corporation, and known to me to be the person who executed the within instrument on behalf of said corporation and acknowledged to me that such

[Signature] executed the same.
NOTARY PUBLIC - CALIFORNIA
SAN DIEGO COUNTY
By Comm. expires MAY 17, 1983

STATE OF CALIFORNIA)
COUNTY OF SAN DIEGO) ss.

On this 3rd day of August, 1979, before me, a Notary Public in and for the County of San Diego, State of California, personally appeared Walter B. Schmidt, known to me to be the President of San Diego Marine Construction Corp., a California corporation, and known to me to be the person who executed the within instrument on behalf of said corporation and acknowledged to me that such corporation executed the same.

OFFICIAL SEAL
VIRGINIA R. HAYBERRY
EDWARD PUBLIC - CALIFORNIA
FRENCH OFFICE 20
SAN DIEGO COUNTY
By Commission Expires March 31, 1983

[Signature]

SAN DIEGO UNIFIED PORT DISTRICT

DOCUMENT NO. 17272

TAB B

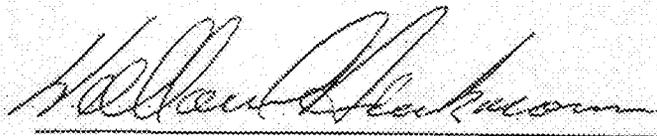
CERTIFICATE

The undersigned, Secretary of Campbell Industries, a California corporation (the "Company"), does hereby certify that the following is a true and correct copy of resolution duly adopted by the directors of the Company on July 27, 1979 and that the same has not since been modified or rescinded:

RESOLVED that the sale of certain assets of San Diego Marine Construction Corp., a wholly-owned subsidiary of the Company, to Southwest Marine, Inc. at the price of \$3.65 million, substantially on the terms and conditions set forth in the form of Agreement of Purchase and Sale attached hereto as Exhibit "A" is hereby authorized and approved.

The undersigned does hereby further certify that the document attached hereto as Exhibit "A" is the Agreement of Sale and Purchase referred to in the foregoing resolution.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and the seal of the Company this 19th day of September, 1979.


Secretary

TAB C

L E A S E

THIS LEASE, made and entered into this / day of September , 1979, between the SAN DIEGO UNIFIED PORT DISTRICT, a public corporation, hereinafter called "Lessor," and SOUTHWEST MARINE, INC., a California corporation, hereinafter called "Lessee," WITNESSETH:

Lessor, for the consideration hereinafter set forth, hereby leases to Lessee for the term and upon the conditions hereinafter set forth, a portion of those lands conveyed to the San Diego Unified Port District by that certain Act of Legislature of the State of California entitled "San Diego Unified Port District Act," Stats. 1962, 1st Ex. Sess., c. 67, as amended, which lands are more particularly described as follows:

Approximately 836,378 square feet of tideland area in the City of San Diego, California, more particularly described and delineated on Drawing No. 2087-B revised July 27, 1979, attached hereto as Exhibits "A" and "B" and by this reference made a part hereof.

TO HAVE AND TO HOLD said leased premises for the term of this lease and upon the conditions as follows:

1. TERM: The term of the lease shall be for a period of thirty-nine (39) years, three (3) months, commencing on September 1, 1979, and ending on November 30, 2018, unless sooner terminated as herein provided.

2. RENT: Lessee agrees to pay to Lessor rent in accordance with the following schedules and procedures:

(a) The term of this lease shall be divided into a series of rental periods, each consisting of sixty (60) months,

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TAB D

California Business Portal

Secretary of State Kevin Foley

DISCLAIMER: The information displayed here is current as of JUL 23, 2004 and is updated weekly. It is not a complete or certified record of the Corporation.

Corporation		
SAN DIEGO MARINE CONSTRUCTION CORP.		
Number: C0654347	Date Filed: 6/23/1972	Status: merged out
Jurisdiction: California		
Mailing Address		
P O BOX 1870		
SAN DIEGO, CA 92112		
Agent for Service of Process		

For information about certification of corporate records or for additional corporate information, please refer to Corporate Records. If you are unable to locate a corporate record, you may submit a request to this office for a more extensive search. Fees and instructions for requesting this search are included on the Corporate Records Order Form.

Blank fields indicate the information is not contained in the computer file.

If the status of the corporation is "Surrender", the agent for service of process is automatically revoked. Please refer to California Corporations Code Section 2114 for information relating to service upon corporations that have surrendered.

TAB E

CORP NO: C0654347 INC. DATE: 06/23/1972 STATUS: MERGED OUT 08/24/1981
DOMESTIC STOCK CLASS:
NO OF PAGES: 00 FOREIGN ST/CTRY:
LAST COMPLETE STMT OF OFFICERS: DATE: 04/17/81 NO: 0135599
SECOND STATEMENT: COMPLETE DATE: 05/05/80 NO: 0130214
AMENDMENT: DATE: NO:

CEO:

AGENT:

1=NEW SEARCH 2=SECOND PAGE 3=DISPLAY HISTORY COST THIS SEARCH \$ 1.00
PRESS 'ENTER' TO CONTINUE OR SELECT OPTION BY NUMBER: --

CORP NO: C0654347 DOMESTIC STOCK STATUS: MERGED OUT 08/24/1981

PRINCIPAL EXECUTIVE ADDR:

CALIFORNIA ADDRESS:

MAILING ADDRESS: P O BOX 1870
SAN DIEGO, CA 92112

TYPE OF BUSINESS:

1-NEW SEARCH 3-DISPLAY HISTORY COST THIS SEARCH \$ 1.00
PRESS 'ENTER' TO CONTINUE OR SELECT OPTION BY NUMBER: _

DATE	TRANSACTION	DOC NO.	NO. OF PAGES	ADDITIONAL INFORMATION
08/24/1981	MERGER CAMPBELL INDUSTRIES		0	OUTGOING-MERGED INTO C0289743

1=NEW SEARCH 4=FIRST PAGE COST THIS SEARCH \$ 1.00
PRESS 'ENTER' TO CONTINUE OR SELECT OPTION BY NUMBER: -

TAB F

California Business Portal

Secretary of State Kevin Foley

DISCLAIMER: The information displayed here is current as of JUL 23, 2004 and is updated weekly. It is not a complete or certified record of the Corporation.

Corporation		
CAMPBELL INDUSTRIES		
Number: C0289743	Date Filed: 8/3/1954	Status: active
Jurisdiction: California		
Mailing Address		
P O BOX 1870		
SAN DIEGO, CA 92112		
Agent for Service of Process		
ROBERT F ALLEN		
FOOT OF 8TH & HARBOR DRIVE		
SAN DIEGO, CA 92101		

For information about certification of corporate records or for additional corporate information, please refer to Corporate Records. If you are unable to locate a corporate record, you may submit a request to this office for a more extensive search. Fees and instructions for requesting this search are included on the Corporate Records Order Form.

Blank fields indicate the information is not contained in the computer file.

If the status of the corporation is "Surrender", the agent for service of process is automatically revoked. Please refer to California Corporations Code Section 2114 for information relating to service upon corporations that have surrendered.

TAB G

CORP NO: C0289743 INC. DATE: 08/03/1954 STATUS: ACTIVE
DOMESTIC STOCK CLASS:

NO OF PAGES: 00 FOREIGN ST/CTRY:
LAST COMPLETE STMT OF OFFICERS: DATE: 08/13/90 NO: 0360025
SECOND STATEMENT: NO CHANGE DATE: 06/09/03 NO: 0220894
AMENDMENT: DATE: NO:

CEO: PETER G SCHMIDT
FOOT OF 8TH & HARBOR DRIVE
SAN DIEGO, CA 92101

AGENT: ROBERT F ALLEN
FOOT OF 8TH & HARBOR DRIVE
SAN DIEGO, CA 92101

1=NEW SEARCH 2=SECOND PAGE 3=DISPLAY HISTORY COST THIS SEARCH \$ 1.00
PRESS 'ENTER' TO CONTINUE OR SELECT OPTION BY NUMBER: _

CORP NO: C0289743 DOMESTIC STOCK STATUS: ACTIVE

PRINCIPAL EXECUTIVE ADDR: FOOT OF 8TH & HARBOR DRIVE
SAN DIEGO, CA 92101

CALIFORNIA ADDRESS: FOOT OF 8TH & HARBOR DRIVE
SAN DIEGO, CA 92101

MAILING ADDRESS: P O BOX 1870
SAN DIEGO, CA 92112

TYPE OF BUSINESS: SHIP REPAIR

1-NEW SEARCH 3-DISPLAY HISTORY COST THIS SEARCH \$ 1.00
PRESS 'ENTER' TO CONTINUE OR SELECT OPTION BY NUMBER: _

DATE	TRANSACTION	DOC NO.	NO. OF PAGES	ADDITIONAL INFORMATION
12/17/1979	MERGER CAMPBELL ACQUISITION CORPORATION		0	SURVIVOR-MERGED IN C0944123
08/24/1981	MERGER CAMPBELL YACHTS, INC. SAN DIEGO MARINE CONSTRUCTION CORP.		0	SURVIVOR-MERGED IN C0700548 SURVIVOR-MERGED IN C0654347

1=NEW SEARCH 4=FIRST PAGE COST THIS SEARCH \$ 1.00
PRESS 'ENTER' TO CONTINUE OR SELECT OPTION BY NUMBER: _

DATE	TRANSACTION	DOC NO.	NO. OF PAGES	ADDITIONAL INFORMATION
08/24/1982	MERGER N-S SALE, INC.		0	SURVIVOR-MERGED IN C0563437
05/19/1989	MERGER CAMPBELL EXPORT CORPORATION	A0370883	1	MERGED IN C0649353

1=NEW SEARCH 4=FIRST PAGE COST THIS SEARCH \$ 1.00
PRESS 'ENTER' TO CONTINUE OR SELECT OPTION BY NUMBER: _