

**RECORDING REQUESTED BY:**  
 ORANGE COAST TITLE COMPANY  
 Builder Services/Commercial Division  
 3536 Concoors Drive, #120  
 Ontario, CA 91764  
 Order Nos. 140-9570409-32, 140-957410-32  
 and 140-957413-32  
 [Palm Desert Escrow, Inc. Escrow No. 280004RW]

DOC # 2008-0468441

08/25/2008 08:00A Fee:NC

Page 1 of 14

Recorded in Official Records  
 County of Riverside

Larry W. Ward

Assessor, County Clerk & Recorder



**WHEN RECORDED MAIL TO:**  
 Indian Wells Redevelopment Agency  
 44-950 Eldorado Drive  
 Indian Wells, CA 92210

S	R	U	PAGE	SIZE	DA	MISC	LONG	RFD	COPY
2			14						
M	A	L	465	426	PCOR	NCOR	SMF	(NCHG)	EXAM
							T:	CTY	UNI

Portions APN's 633-410-034 &  
 633-410-035 [Phase 2 Commercial  
 Property - Lots A & B] AND Portion  
 APN 633-310-026 [Lissoy Phase 2 Commercial Property]

EXEMPT FROM RECORDING FEES PER GOVT.  
 CODE §27383



**SHORT FORM DEED OF TRUST AND  
 ASSIGNMENT OF RENTS**

This DEED OF TRUST, made this 7th day of July, 2008, among MILES CROSSING RETAIL 2, L.L.C., a California limited liability company, herein called TRUSTOR, whose address is c/o Jerson Investments, LLC, 1455 South Michigan Avenue, Chicago, Illinois 60605; ORANGE COAST TITLE COMPANY, a California corporation, herein called TRUSTEE; and INDIAN WELLS REDEVELOPMENT AGENCY, a public body, corporate and politic, herein called BENEFICIARY,

WITNESSETH: That Trustor IRREVOCABLY GRANTS, TRANSFERS AND ASSIGNS to TRUSTEE IN TRUST, WITH POWER OF SALE:

- (1) That certain real property situated in the City of Indian Wells, County of Riverside, State of California more fully described and depicted, collectively, in EXHIBIT A and in EXHIBIT B attached hereto and incorporated herein by reference; and
- (2) Undivided THREE-TENTHS (3/10ths) interest in that certain real property situated in the City of Indian Wells, County of Riverside, State of California more fully described and depicted in EXHIBIT C attached hereto and incorporated herein by reference, together with all Trustor's rights to possessory use and control in the whole of said real property.

TOGETHER WITH the rents, issues and profits thereof, SUBJECT, HOWEVER, to the right, power and authority hereinafter given to and conferred upon Beneficiary by paragraph (10) of the provisions incorporated herein by reference to collect and apply such rents, issues and profits. For the Purpose of Securing: (1) performance of each agreement of Trustor incorporated by reference or contained herein; and (2) payment of the indebtedness evidenced by that certain Secured Promissory Note of even date herewith, and any extension or renewal thereof, in the principal sum of **\$2,024,233.00** executed by Trustor in favor of Beneficiary or order.

Trustor shall have the right, from time to time, to request and obtain releases of portions of the property above described from the lien of this Deed of Trust by paying, for each such release, a fraction of the then outstanding balance of the Secured Promissory Note referenced above, the numerator of which fraction shall be equal to the number of acres to be released and the denominator of which shall be the number of acres encumbered by this Deed of Trust at the time of the release (including the acres to be released).

To Protect the Security of this Deed of Trust, and with respect to the property above described, Trustor expressly makes each and all of the agreements, and adopts and agrees to perform and be bound by each and all of the terms and provisions set forth in subdivision A of that certain Fictitious Deed of Trust referenced herein, and it is mutually agreed that each and all of the provisions set forth in subdivision B of that certain Fictitious Deed of Trust recorded in the book and page of Official Records in the office of the county recorder of the county where said property is located, noted below opposite the name of such county, namely:

COUNTY	BOOK	PAGE	COUNTY	BOOK	PAGE	COUNTY	BOOK	PAGE	COUNTY	BOOK	PAGE
Alameda	1288	556	Kings	858	713	Placer	1028	379	Sierra	38	187
Alpine	3	130-31	Lake	437	110	Plumas	166	1307	Siskiyou	506	762
Amador	133	438	Lassen	192	367	Riverside	3778	347	Solano	1287	621
Butte	1330	513	Los Angeles	T-3878	874	Sacramento	5039	124	Sonoma	2067	427
Calaveras	185	338	Madera	911	136	San Benito	300	405	Stanislaus	1970	56
Colusa	323	391	Marin	1849	122	San Bernardino	6213	768	Sutter	655	585
Contra Costa	4684	1	Mariposa	90	453	San Francisco	A-804	596	Tehama	457	183
Del Norte	101	549	Mendocino	667	99	San Joaquin	2855	283	Trinity 1	08	595
El Dorado	704	635	Merced	1660	753	San Luis Obispo	1311	137	Tulare	2530	108
Fresno	5052	623	Modoc	191	93	San Mateo	4778	175	Tuolumne	177	160
Glenn	469	76	Mono	69	302	Santa Barbara	2065	881	Ventura	2607	237
Humboldt	801	83	Monterey	357	239	Santa Clara	6626	664	Yolo	769	16
Imperial	1189	701	Napa	704	742	Santa Cruz	1638	607	Yuba	398	693
Inyo	165	672	Nevada	363	94	Shasta	800	633			
Kern	3756	690	Orange	7182	18	San Diego	SERIES 5 1964	149774			

(which provisions, identical in all counties, hereby are adopted and incorporated herein and made a part hereof as fully as thought set forth herein at lengthy) and Trustor will observe and perform said provisions; and the references to property, obligations, and parties in said provisions shall be construed to refer to the property, obligations and parties set forth in this Deed of Trust.

The undersigned Trustor, requests that a copy of any notice of default and any notice of sale hereunder be mailed to him at his address hereinbefore set forth.

MILES CROSSING RETAIL 2, L.L.C.,  
a California limited liability company

By: Kingston Retail, LLC  
an Illinois limited liability company

By:   
Name: Gerald Fogelson  
Its: Manager



**EXHIBIT A TO  
SHORT FORM DEED OF TRUST AND  
ASSIGNMENT OF RENTS**

Legal Description and Depiction of Portion of Property

**[attached behind this page]**

EXHIBIT A  
Cover Page

  
**EXHIBIT "A"**  
**LEGAL DESCRIPTION**

**LOT "A" PHASE 2:**

IN THE CITY OF INDIAN WELLS, COUNTY OF RIVERSIDE, STATE OF CALIFORNIA, THAT PORTION OF THE SOUTHEAST QUARTER OF SECTION 24, TOWNSHIP 5 SOUTH, RANGE 6 EAST, S.B.M., MORE PARTICULARLY DESCRIBED AS FOLLOWS:

**COMMENCING** AT THE CENTER OF SAID SECTION 24 AS SHOWN ON RECORD OF SURVEY ON FILE IN BOOK 94, AT PAGES 27 THROUGH 40, INCLUSIVE, OF RECORDS OF SURVEY, RIVERSIDE COUNTY RECORDS;

THENCE SOUTH  $00^{\circ}07'12''$  EAST ALONG THE NORTH/SOUTH CENTER OF SECTION LINE A DISTANCE OF 257.18 FEET TO POINT IN THE SOUTHERLY RIGHT-OF-WAY LINE OF THE COACHELLA VALLEY WATER DISTRICT STORMWATER CHANNEL AS DESCRIBED IN INSTRUMENT RECORDED DECEMBER 28, 1962 AS INSTRUMENT NO. 120089, RIVERSIDE COUNTY RECORDS;

THENCE ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE THROUGH THE FOLLOWING THREE (3) COURSES;

(1) THENCE SOUTH  $74^{\circ}02'26''$  EAST A DISTANCE OF 287.77 FEET TO THE BEGINNING OF A TANGENT CURVE, CONCAVE SOUTHERLY, HAVING A RADIUS OF 4,000.00 FEET;

(2) THENCE EASTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF  $02^{\circ}04'26''$ , AN ARC DISTANCE OF 144.78 FEET TO THE **TRUE POINT OF BEGINNING**, A RADIAL LINE PASSING THROUGH SAID POINT BEARS NORTH  $18^{\circ}02'00''$  EAST;

(3) THENCE CONTINUING EASTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF  $05^{\circ}37'48''$ , AN ARC DISTANCE OF 393.05 FEET;

THENCE LEAVING SAID SOUTHERLY RIGHT-OF-WAY LINE SOUTH  $30^{\circ}40'23''$  WEST A DISTANCE OF 156.47 FEET;

THENCE NORTH  $59^{\circ}19'37''$  WEST A DISTANCE OF 372.78 FEET;

THENCE NORTH  $23^{\circ}12'41''$  EAST A DISTANCE OF 19.00 FEET;

THENCE NORTH  $21^{\circ}02'39''$  EAST A DISTANCE OF 25.60 FEET;

THENCE NORTH  $21^{\circ}08'28''$  EAST A DISTANCE OF 45.98 FEET TO THE **TRUE POINT OF BEGINNING**.

<sup>211</sup>  
**EXHIBIT "B"**  
**LEGAL DESCRIPTION**

**LOT "A" PHASE 2:**

**SUBJECT TO EXISTING EASEMENTS, COVENANTS, RIGHTS AND RIGHTS-OF-WAY OF RECORD.**

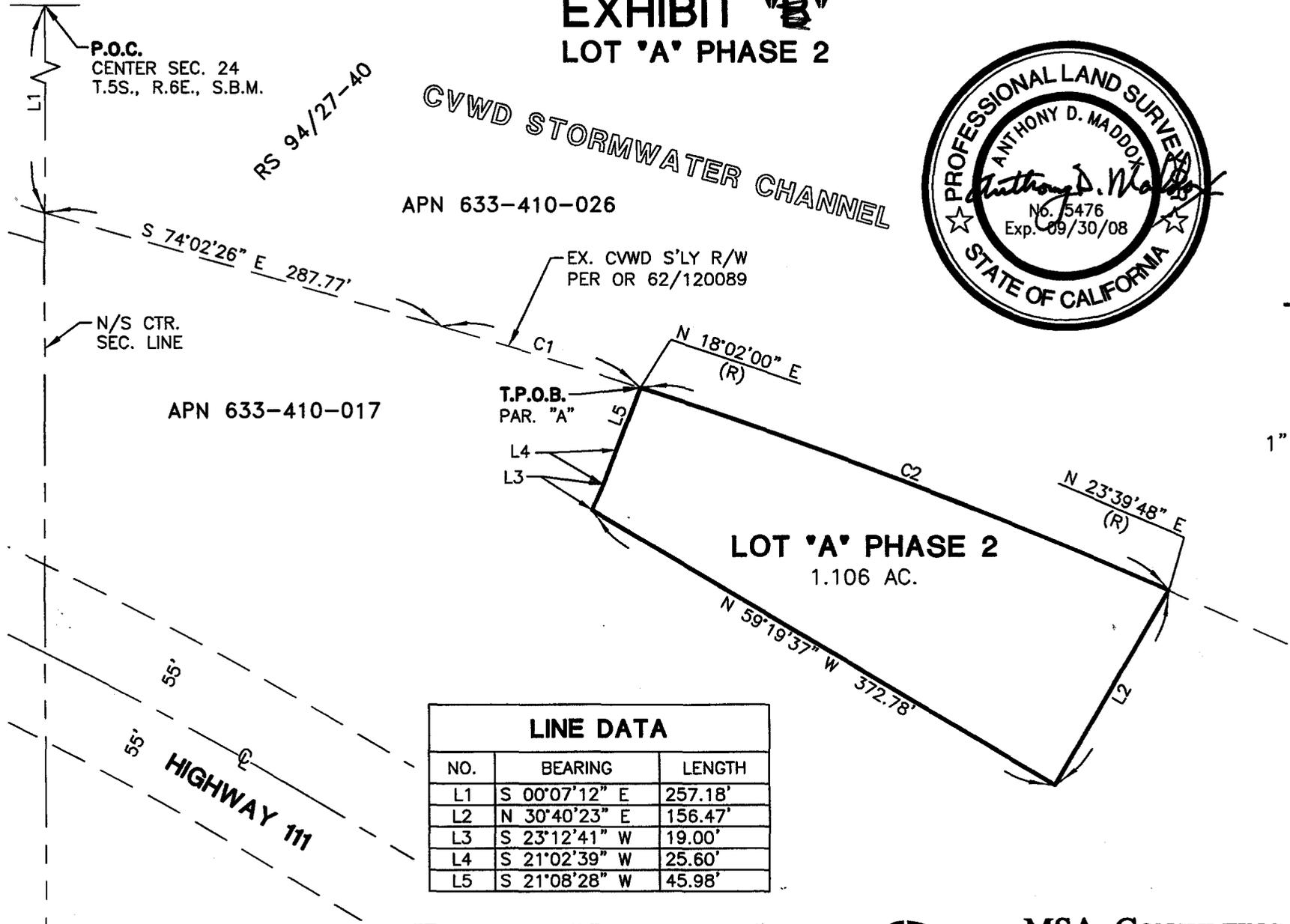
**CONTAINING 48,197 SQUARE FEET  
OR 1.106 ACRES, MORE OR LESS.**



"A"  
**EXHIBIT "B"**  
**LOT "A" PHASE 2**



1" = 100'



LINE DATA		
NO.	BEARING	LENGTH
L1	S 00°07'12" E	257.18'
L2	N 30°40'23" E	156.47'
L3	S 23°12'41" W	19.00'
L4	S 21°02'39" W	25.60'
L5	S 21°08'28" W	45.98'

CURVE DATA				
NO.	DELTA	RADIUS	LENGTH	TANGENT
C1	02°04'26"	4000.00'	144.78'	72.40'
C2	05°37'48"	4000.00'	393.05'	196.68'



**MSA CONSULTING, INC.**

**MAINIERO, SMITH & ASSOCIATES, INC.**  
 PLANNING ■ CIVIL ENGINEERING ■ LAND SURVEYING  
 34200 BOB HOPE DRIVE ■ RANCHO MIRAGE ■ CA 92270  
 TELEPHONE (760) 320-9811 ■ FAX (760) 323-7893

J.N. 1844

SHEET 1 OF 1

**EXHIBIT B TO  
SHORT FORM DEED OF TRUST AND  
ASSIGNMENT OF RENTS**

Legal Description and Depiction of Portion of Property

**[attached behind this page]**

**EXHIBIT B  
Cover Page**

**EXHIBIT "B"**  
**LEGAL DESCRIPTION**

**LOT "B" PHASE 2:**

IN THE CITY OF INDIAN WELLS, COUNTY OF RIVERSIDE, STATE OF CALIFORNIA, THAT PORTION OF THE SOUTHEAST QUARTER OF SECTION 24, TOWNSHIP 5 SOUTH, RANGE 6 EAST, S.B.M., MORE PARTICULARLY DESCRIBED AS FOLLOWS:

**COMMENCING** AT THE CENTER OF SAID SECTION 24 AS SHOWN ON RECORD OF SURVEY ON FILE IN BOOK 94, AT PAGES 27 THROUGH 40, INCLUSIVE, OF RECORDS OF SURVEY, RIVERSIDE COUNTY RECORDS;

THENCE SOUTH 00°07'12" EAST ALONG THE NORTH/SOUTH CENTER SECTION LINE A DISTANCE OF 499.97 FEET TO THE NORTHERLY RIGHT-OF-WAY LINE OF HIGHWAY 111 AS SHOWN ON SAID RECORD OF SURVEY, SAID POINT BEING ON A NON-TANGENT CURVE, CONCAVE SOUTHWESTERLY, HAVING A RADIUS OF 2,380.00 FEET, A RADIAL LINE PASSING THROUGH SAID POINT BEARS SOUTH 25°23'16" WEST;

THENCE SOUTHEASTERLY ALONG SAID NORTHERLY RIGHT-OF-WAY LINE AND ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 05°17'07", AN ARC DISTANCE OF 219.55 FEET;

THENCE CONTINUING ALONG SAID NORTHERLY RIGHT-OF-WAY LINE SOUTH 59°19'37" EAST A DISTANCE OF 95.97 FEET;

THENCE LEAVING SAID NORTHERLY RIGHT-OF-WAY LINE NORTH 29°01'51" EAST A DISTANCE OF 30.00 FEET TO THE **TRUE POINT OF BEGINNING**;

THENCE CONTINUING NORTH 29°01'51" EAST ALONG SAID LINE A DISTANCE OF 160.40 FEET;

THENCE SOUTH 59°19'37" EAST A DISTANCE OF 372.09 FEET;

THENCE SOUTH 30°40'23" WEST A DISTANCE OF 160.34 FEET;

THENCE NORTH 59°19'37" WEST A DISTANCE OF 367.50 FEET TO THE **TRUE POINT OF BEGINNING**.

**SUBJECT TO EXISTING EASEMENTS, COVENANTS, RIGHTS AND RIGHTS-OF-WAY OF RECORD.**

**CONTAINING 59,292 SQUARE FEET OR 1.361 ACRES, MORE OR LESS.**



# EXHIBIT "B"

## LOT "B" PHASE 2

P.O.C.  
CENTER SEC. 24  
T.5S., R.6E., S.B.M.

APN 633-410-026

EX. ROW

APN 633-410-017

S 00°07'12" E 499.97'

N/S CTR.  
SEC. LINE

S 25°23'16" W  
(R)

N'LY R/W  
LINE

C1

T.P.O.B.  
LOT "B"

L3

S 59°19'37" E 372.09'

HIGHWAY 111

L1

LOT "B" PHASE 2  
1.361 AC.

N 59°19'37" W 367.50'

55'

55'

L4

1" = 100'



### LINE DATA

NO.	BEARING	LENGTH
L1	S 59°19'37" E	95.11'
L2	N 30°40'23" E	30.00'
L3	N 29°01'51" E	160.40'
L4	S 30°40'23" W	160.34'

### CURVE DATA

NO.	DELTA	RADIUS	LENGTH	TANGENT
C1	05°17'07"	2380.00'	219.54'	109.85'



MSA CONSULTING, INC.

MAINIERO, SMITH & ASSOCIATES, INC.  
PLANNING ■ CIVIL ENGINEERING ■ LAND SURVEYING

34200 BOB HOPE DRIVE ■ RANCHO MIRAGE ■ CA 92270  
TELEPHONE (760) 320-9811 ■ FAX (760) 323-7893

J.N. 1844

SHEET 1 OF 1

**EXHIBIT C TO  
SHORT FORM DEED OF TRUST AND  
ASSIGNMENT OF RENTS**

Legal Description and Depiction of Portion of Property

**[attached behind this page]**

EXHIBIT C  
Cover Page

C  
EXHIBIT "H"  
LEGAL DESCRIPTION

**LOT "H" PHASE 2:**

IN THE CITY OF INDIAN WELLS, COUNTY OF RIVERSIDE, STATE OF CALIFORNIA, THAT PORTION OF THE SOUTHEAST QUARTER OF SECTION 24, TOWNSHIP 5 SOUTH, RANGE 6 EAST, S.B.M., MORE PARTICULARLY DESCRIBED AS FOLLOWS:

**COMMENCING** AT THE CENTER OF SAID SECTION 24 AS SHOWN ON RECORD OF SURVEY ON FILE IN BOOK 94, AT PAGES 27 THROUGH 40, INCLUSIVE, OF RECORDS OF SURVEY, RIVERSIDE COUNTY RECORDS;

THENCE SOUTH 00°07'12" EAST ALONG THE NORTH/SOUTH CENTER OF SECTION LINE A DISTANCE OF 257.18 FEET TO A POINT IN THE SOUTHERLY RIGHT-OF-WAY LINE OF THE COACHELLA VALLEY WATER DISTRICT STORMWATER CHANNEL AS DESCRIBED IN INSTRUMENT RECORDED DECEMBER 28, 1962 AS INSTRUMENT NO. 120089, RIVERSIDE COUNTY RECORDS;

THENCE SOUTH 74°02'26" EAST ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE A DISTANCE OF 287.77 FEET TO THE BEGINNING OF A TANGENT CURVE, CONCAVE SOUTHERLY, HAVING A RADIUS OF 4,000.00 FEET;

THENCE CONTINUING ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE AND EASTERLY ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 02°04'26", AN ARC DISTANCE OF 144.78 FEET TO THE **TRUE POINT OF BEGINNING**;

THENCE LEAVING SAID SOUTHERLY RIGHT-OF-WAY LINE NORTH 21°08'28" EAST A DISTANCE OF 108.02 FEET;

THENCE SOUTH 72°30'21" EAST A DISTANCE OF 42.59 FEET;

THENCE SOUTH 59°19'37" EAST A DISTANCE OF 350.87 FEET;

THENCE SOUTH 03°45'15" WEST A DISTANCE OF 28.04 FEET;

THENCE SOUTH 30°40'23" WEST A DISTANCE OF 24.20 FEET TO A POINT IN SAID SOUTHERLY RIGHT-OF-WAY LINE OF THE COACHELLA VALLEY WATER DISTRICT STORMWATER CHANNEL, SAID POINT ALSO BEING ON A NON-TANGENT CURVE, CONCAVE SOUTHERLY, HAVING A RADIUS OF 4,000.00 FEET, A RADIAL LINE PASSING THROUGH SAID POINT BEARS SOUTH 23°39'48" WEST;

54  
C

**EXHIBIT "A"**  
**LEGAL DESCRIPTION**

THENCE WESTERLY ALONG SAID SOUTHERLY RIGHT-OF-WAY LINE AND ALONG THE ARC OF SAID CURVE, THROUGH A CENTRAL ANGLE OF 05°37'48", AN ARC DISTANCE OF 393.05 FEET TO THE TRUE POINT OF BEGINNING.

**SUBJECT TO EXISTING EASEMENTS, COVENANTS, RIGHTS AND RIGHTS-OF-WAY OF RECORD.**

**CONTAINING 31,528 SQUARE FEET OR 0.724 ACRES, MORE OR LESS.**

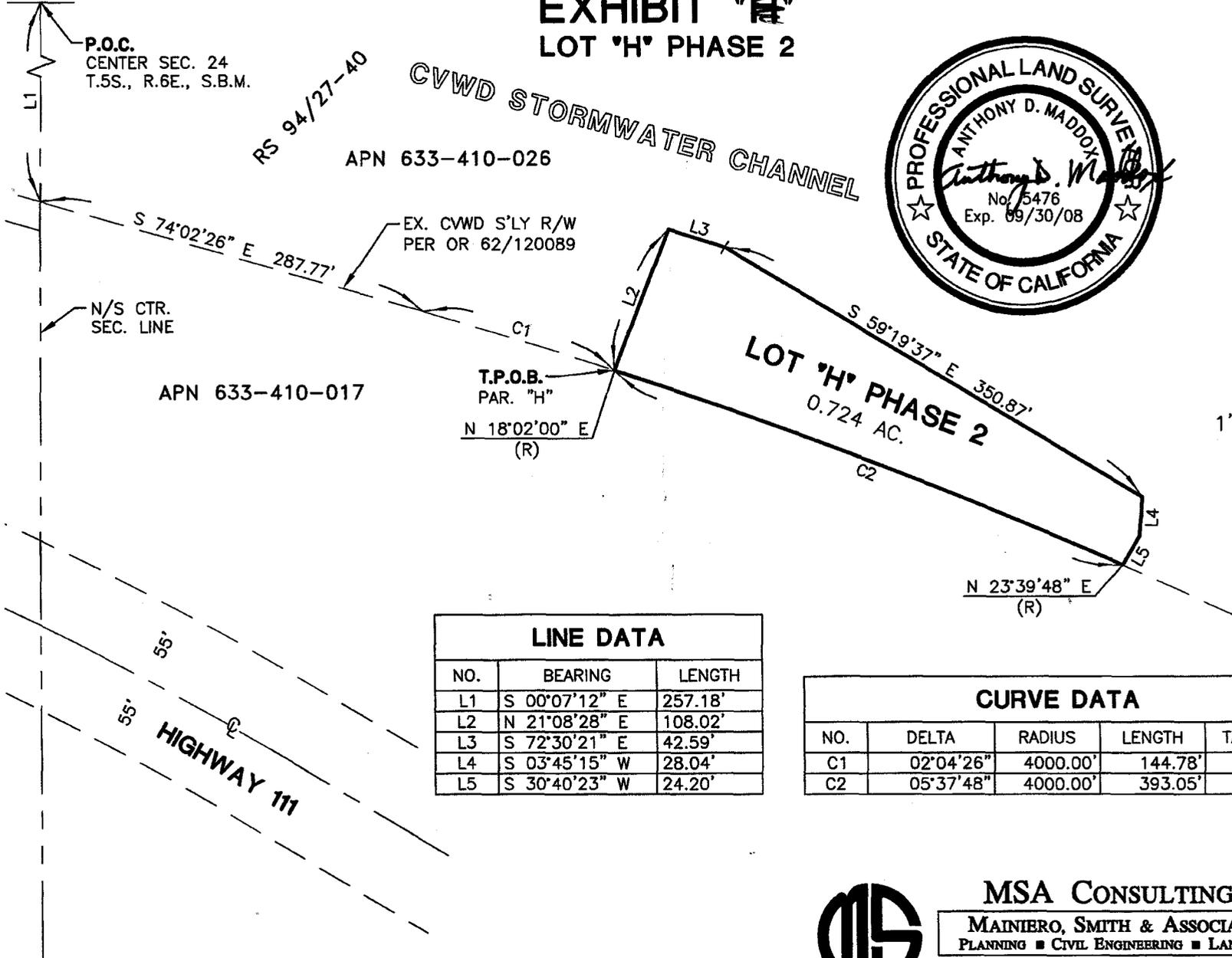


# EXHIBIT "C"

## LOT "H" PHASE 2



1" = 100'



LINE DATA		
NO.	BEARING	LENGTH
L1	S 00°07'12" E	257.18'
L2	N 21°08'28" E	108.02'
L3	S 72°30'21" E	42.59'
L4	S 03°45'15" W	28.04'
L5	S 30°40'23" W	24.20'

CURVE DATA				
NO.	DELTA	RADIUS	LENGTH	TANGENT
C1	02°04'26"	4000.00'	144.78'	72.40'
C2	05°37'48"	4000.00'	393.05'	196.68'



**MSA CONSULTING, INC.**

**MAINIERO, SMITH & ASSOCIATES, INC.**  
 PLANNING ■ CIVIL ENGINEERING ■ LAND SURVEYING  
 34200 BOB HOPE DRIVE ■ RANCHO MIRAGE ■ CA 92270  
 TELEPHONE (760) 320-9811 ■ FAX (760) 323-7893

J.N. 1844

SHEET 1 OF 1