

Recording requested by
MGAS Atty Serv.

91-007684

RECORDED IN OFFICIAL RECORDS
OF ORANGE COUNTY, CALIFORNIA

RECORDING REQUESTED BY AND
When Recorded Mail To:

3:45
P.M. JAN 7 1991

Stradling, Yocca, Carlson
& Rauth
660 Newport Center Drive
Suite 1600
Newport Beach, CA 92660-6441
Attn: Elizabeth C. Green, Esq.)

EXEMPT
C2

Lee A. Branch RECORDER

(Fee-Exempt Recordation
Per Govt. Code § 6103)

(Space Above Provided For Recorder)

INSTRUMENT OF SATISFACTION AND DISCHARGE OF INDENTURE

THIS INSTRUMENT OF SATISFACTION AND DISCHARGE OF INDENTURE (this "Instrument") is dated as of the 1st day of August, 1990 among the CITY OF GARDEN GROVE (the "City"), the GARDEN GROVE-WILLOWICK RECREATIONAL FACILITY, INC., a nonprofit corporation organized and existing under and by virtue of the laws of the State of California (the "Corporation") and BANKERS TRUST COMPANY OF CALIFORNIA, N.A., a national banking association formed and supervised pursuant to the laws of the United States (the "Trustee") and is entered into with reference to the following facts:

W I T N E S S E T H:

WHEREAS, the Corporation and Crocker Citizen's National Bank, a national banking association acting as trustee which was the predecessor trustee to the Trustee, entered into an Indenture dated as of September 1, 1964 (the "Indenture"), recordation on December 2, 1964 as Document No. 1170 in Book 7326, page 716 and following of Official Records of the County Recorder of the County of Orange, relating to the issuance of \$3,000,000 in aggregate principal amount of the Garden Grove-Willowick Recreational Facility, Inc. Bonds (the "Bonds"); and

WHEREAS, on February 1, 1990, the City made its final semi-annual Lease Payment (as defined in the Indenture) to the Trustee and no Bonds remain outstanding; and

WHEREAS, Article X of the Indenture sets forth the provisions relating to the defeasance of the Bonds and the discharge of the Indenture; and

WHEREAS, pursuant to Section 10.01 of the Indenture, the Trustee shall, upon written request of the Corporation and upon receipt by the Trustee of a certificate of the Corporation and an opinion of counsel, each stating that in the opinion of the

signers all conditions precedent to the satisfaction and discharge of the Indenture have been complied with, forthwith execute instruments acknowledging satisfaction and discharge of the Indenture; and

WHEREAS, the Trustee has received said written request, certificate and opinion, and now desires to execute this Instrument to evidence the discharge of the Indenture and the defeasance of the Bonds in accordance with Section 10.01 of the Indenture:

NOW THEREFORE, the Trustee hereby certifies, states and declares to the City and the Corporation as follows:

Section 1. Discharge of Liability on Bonds and Coupons. The Trustee hereby states to the City and the Corporation that on February 1, 1990 there was deposited with the Trustee the amount of \$96,000, representing the final semi-annual Lease Payment due by the City and the Corporation with respect to the Bonds and that such amount, excluding \$2,100 thereof, has been paid in full toward satisfaction of the final amounts of principal and interest due on the Bonds in accordance with their terms and the terms of the Indenture. Two (2) Bonds, representing principal in the aggregate amount of \$2,000 and five (5) coupons on Bonds, representing interest due thereon in the aggregate amount of \$100, have not yet been presented for payment. Except as herein described, the Trustee has received and cancelled all Bonds and coupons and no Bonds or coupons remain outstanding. The Trustee shall continue to hold said \$2,100 against presentation for payment of such bonds and coupons in accordance with Article X of the Indenture.

Section 2. Payment of All Final Amounts Owng. The Trustee hereby states all amounts due and owing to it under the Indenture have been paid in full and no amounts remain owing to it or any other person under the Indenture.

Section 3. Release, Quitclaim and Reconveyance of Trust Estate. The Trustee hereby reconveys, transfers, releases and quitclaims all of its right, title and interest held by it pursuant to the Indenture in the "trust estate" conveyed by the granting clauses of the Indenture, as follows:

1. The estate for years reserved by the Corporation by deed of gift to the City, as grantee, in and to the real property situate in the County of Orange, State of California, hereinbefore particularly described, which was recorded in the office of the County Recorder of the County of Orange on December 2, 1964, under Recorder's Serial No. 1168, which said real property was granted to the Corporation by deed, dated November 16, 1964, from George K. Thompson, grantor, to the Corporation, grantee, which

was recorded in the office of the County Recorder of the County of Orange, on December 2, 1964, under Recorder's Serial No. 1167, and by deed, dated November 16, 1964, from George K. Thompson, as Executor of the Will of Alma M. Thompson, deceased, grantor, to the Corporation, grantee, which was recorded in the office of the County Recorder of the County of Orange on December 2, 1964, under Recorder's Serial No. 1166.

2. All of the right, title and interest of the Corporation in, to and under the lease dated as of November 25, 1964, between the Corporation, as lessor, and the City, as lessee, which was recorded in the office of the County Recorder of the County of Orange, on December 2, 1964, under Recorder's Serial Number 1169.

3. All Revenues (as defined in the Indenture) received by the Corporation.

4. All property which is by the express provisions of the Indenture required to be subjected to the lien hereof; and any additional property that may, from time to time hereafter, by delivery or by writing of any kind, be subjected to the lien hereof, by the Corporation or by anyone in its behalf.

The Trustee represents and agrees with City and Corporation that, by surrender in full of its entire interest in the trust estate hereinabove described, it has fully released all claims, whether past, present or future, on said trust estate and hereby declares the Indenture to be fully satisfied and discharged, except that the Trustee, the City and the Corporation shall be liable for any damages or liability arising under this Indenture which have arisen prior to the date hereof in accordance with the provisions of the Indenture, which provisions shall remain in full force and effect solely for such purpose.

Section 4. Further Assurances. The Trustee agrees to execute such further documents and instruments necessary to further evidence the release and discharge of the Indenture as the City and Corporation may reasonably require; provided, however, that this Instrument is intended to fully accomplish the same and shall constitute full and complete evidence thereof.

IN WITNESS WHEREOF, the Trustee has executed this Instrument and the City and Corporation have accepted this Instrument as of the date first written above.

BANKERS TRUST COMPANY OF
CALIFORNIA, N.A., as Trustee

By: Constance J. Barton
~~Vice President~~ AUTHORIZED OFFICER

ACCEPTED BY:

GARDEN GROVE-WILLOWICK
RECREATIONAL FACILITY, INC.

By: Thurston E. Sullivan
~~President~~ Secretary

CITY OF GARDEN GROVE

By: David L. Ball
City Manager

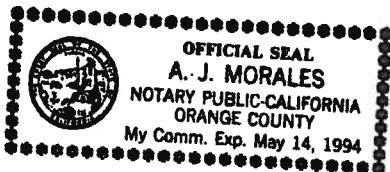
ATTEST:


Ruth C. Smith, Deputy
City Clerk

STATE OF CALIFORNIA)
) ss.
COUNTY OF ORANGE)

On this 10th day of September, 1990, before me personally appeared GEORGE TINDALL, known to me to be the City Manager of the City of Garden Grove, and known to me to be the person who executed the within instrument on the behalf of said City, and acknowledged to me that such City executed the same.

WITNESS MY HAND AND OFFICIAL SEAL.



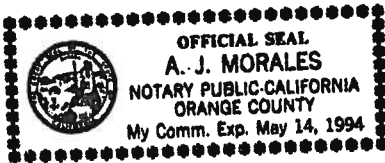


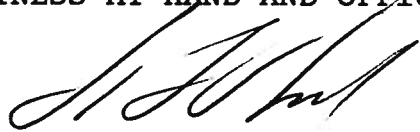
Notary Public

STATE OF CALIFORNIA)
)
COUNTY OF ORANGE) ss.

On this 10th day of September, 1990, before me personally appeared STUART SCUDDER, known to me to be the Secretary of the Garden Grove Willowick Recreational Facility, Inc., and known to me to be the person who executed the within instrument on the behalf of said non-profit corporation, and acknowledged to me that such non-profit corporation executed the same.

WITNESS MY HAND AND OFFICIAL SEAL.





Notary Public

STATE OF CALIFORNIA

County of San Francisco

On September 4, 1990, before me, the undersigned, a Notary Public in and for said State, personally appeared Constance L. Barton, personally known to me to be the person who executed the Instrument of Satisfaction and Discharge of Indenture (pertaining to the Garden Grove-Willowick Recreational Facilities, Inc. Bonds) as the Authorized Officer of Bankers Trust Company of California, National Association and acknowledged to me that such corporation executed such instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.


Notary's Signature

(Notary's Seal)

