

Exhibit B

**Grant Deed (Instrument #95-033463)
transferring property to RDA**

GRANT DEED

Recording requested by CONTINENTAL
and when recorded mail to: LAWYERS

95-033463

Rec Fee .00
Total .00

The Redevelopment Agency of
the City of Santa Barbara
Post Office Box 1990
Santa Barbara, California 93012
Attnt: Agency Deputy Secretary

Recorded
Official Records
County of
Santa Barbara
Kenneth A Pettit
Recorder

33-041-10; 33-042-12.13;

8:00am 21-Jun-95 CONT CC 5

Title Order #200220 33-075-12.13
Escrow #21138-SL

No Fee per Govt. Code §6103

For good and valuable consideration, receipt of which is acknowledged, MARTIN V. SMITH, AS TRUSTEE OF THE MARTIN V. SMITH AND MARTHA K. SMITH 1990 FAMILY TRUST U/T/A DATED OCTOBER 30, 1990, a revocable trust, ("Grantor") grants to THE REDEVELOPMENT AGENCY OF THE CITY OF SANTA BARBARA, a public body, corporate and politic, exercising governmental functions and powers, and organized and existing under Chapter 2 of the Community Redevelopment Law of the State of California (the "Grantee") the real property in City of Santa Barbara, County of Santa Barbara, California, described in the attached Exhibit A, and incorporated into this Grant Deed.

This grant is made expressly subject to the railroad and communications easements (and related express covenants) reserved by Southern Pacific Transportation Company unto itself with respect to the real property described in Exhibit A1 of the deed by and between Grantor and Southern Pacific Transportation Company dated March 22, 1993 and recorded in the official records of Santa Barbara County as Document No. 93-022717 on March 26, 1993.

IN WITNESS WHEREOF, Grantor has caused these presents to be executed in triplicate this 2nd day of May, 1995

RECORDING REQUESTED BY
CONTINENTAL LAWYERS TITLE COMPANY

GRANTOR
MARTIN V. SMITH, TRUSTEE OF THE MARTIN
V. SMITH AND MARTHA K. SMITH 1990 FAMILY
TRUST U/T/A DATED OCTOBER 30, 1990.

BY: Martin V. Smith
Martin V. Smith

EXHIBIT A

PARCEL ONE:

That portion of Block 288 of the City of Santa Barbara, in the City of Santa Barbara, County of Santa Barbara, State of California, according to the official map of said City, described as follows:

Beginning at the point of intersection of the Northwesterly line of Yanonali Street with the Southwesterly line of State Street, said point being the most Easterly corner of said Block 288; thence Northwesterly along said Southwesterly line of State Street, 210.00 feet, more or less, to the most Northerly corner of the parcel of land described secondly in deed dated June 19, 1903, from William Oothout, Jr., to Southern Pacific Company recorded September 16, 1903 in Book 92 of Deeds, Page 391, records of said county; thence Southwesterly at right angles to said line of State Street and along the Northwesterly line of said Parcel described secondly in said deed, a distance of 130.00 feet; thence Northwesterly parallel with said line of State Street, being also along the Northeasterly line of a vacated alley, a distance of 90.00 feet; thence Southwesterly parallel with the Northwesterly line of Yanonali Street and along the Northwesterly line of said vacated alley, 170.00 feet, more or less, to a point in the northeasterly line of the 0.207 acre parcel of land described in deed dated March 23, 1904, from Nicolia Bocarich to the Southern Pacific Company, recorded March 24, 1904 in Book 95 of Deeds, Page 226, records of said county; thence Northwesterly along last said Northeasterly line, 10.00 feet, more or less, to the most Northerly corner of said 0.207 acre parcel; thence Southwesterly along the Northwesterly line of last said parcel, 150.00 feet to the Northeasterly line of Chapala Street; thence Southeasterly along last said street line 310.00 feet, more or less, to its intersection with the Northwesterly line of Yanonali Street, above referred to, said point being the most Southerly corner of said Block 288; thence Northeasterly along last said Street line, 450.00 feet, more or less, to the point of beginning.

PARCEL TWO:

That portion of Block 306 of the City of Santa Barbara, County of Santa Barbara, State of California, according to the official map of said City, described as follows:

Beginning at the point of intersection of the Southeasterly line of Yanonali Street with the Southwesterly line of State Street, as shown on said map, said point being the most Northerly corner of said Block 306; thence Southeasterly along said Southwesterly line of State Street, 150.00 feet; thence Southwesterly, parallel with said Southeasterly line of Yanonali Street, 200.00 feet to the Northeasterly line of Kimberly Avenue; thence Northwesterly along said last mentioned street line, 150.00 feet to its intersection with said Southeasterly line of Yanonali Street; thence Northeasterly along said last mentioned street line 200.00 feet to the point of beginning.

PARCEL THREE:

Those portions of Blocks 289 and 290 of the City of Santa Barbara, in the City of Santa Barbara, County of Santa Barbara, State of California, and of De La Vina Street, (closed up and abandoned), lying between said Blocks 289 and 290 of said City, according to the official map, described in whole as follows:

(Continued)

LEGAL (continued)

Beginning at the point of intersection of the Southeasterly line of Montecito Street (60 feet wide) with the Southwesterly line of Chapala Street (60 feet wide) being the most Northerly corner of said Block 289; thence Southeasterly along said Southwesterly line of Chapala Street 336.68 feet, more or less, to an iron pipe set in said line of Chapala Street at the most Easterly corner of the tract of land described in deed to Southern Pacific Company, a Kentucky corporation, recorded September 10, 1904 in Book 99, Page 363 of Deeds, records of said county; thence Southwesterly along the Southeasterly line of said last mentioned tract of land 679.35 feet, more or less, to the most Westerly corner of said last mentioned tract of land and a point in said Southeasterly line of Montecito Street, hereinbefore referred to; thence Northeasterly along said last mentioned street line, 589.96 feet, more or less, to the point of beginning.

EXCEPTING therefrom that portion described in deed to the City of Santa Barbara recorded January 11, 1977 as Reel No. 77-1512 of Official Records of said County.

~~ALSO EXCEPTING therefrom Parcels One, Two and Three hereinabove described all minerals and mineral rights, interests, and royalties, including, without limiting, the generality thereof, oil, gas and other hydrocarbon substances, as well as metallic or other solid minerals, in and under said land; however, without the right for any purpose whatsoever to enter upon, into or through the surface of said land as excepted and reserved by Southern Pacific Transportation Company, a Delaware Corporation in deed recorded March 26, 1993 as Instrument No. 93-022717 of Santa Barbara County Official Records.~~

ACKNOWLEDGMENT

State of California

County of Ventura

} ss.

On 5/2/95 before me, Sue VanCamp (here Insert name)

Notary Public, personally appeared Martin V. Smith

personally known to me (or 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 all 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.

Signature Sue VanCamp



ATTENTION NOTARY: Although the information requested below is **OPTIONAL**, it could prevent fraudulent attachment of this certificate to another document.

THIS CERTIFICATE MUST BE ATTACHED TO THE DOCUMENT DESCRIBED AT RIGHT:

Title or Type of Document _____
Number of Pages _____ Date of Document _____
Signer(s) Other Than Named Above _____



Continental Lawyers Title Company

Subsidiary of

Lawyers Title Insurance Corporation

OFFICES IN:

LOS ANGELES COUNTY

800 E. Colorado Blvd.
Pasadena, CA 91101
(818) 304-2700

ORANGE COUNTY

1015 N. Main St.
Santa Ana, CA 92701
(714) 835-5575

INLAND EMPIRE

1845 Business Center Dr
Suite 200
San Bernardino
CA 92408
(800) 676-2582

SAN DIEGO COUNTY

4542 Ruffner St.
San Diego, CA 92111
(619) 278-4171

SANTA BARBARA COUNTY

200 E. Camillo St.
Santa Barbara, CA 93101
(805) 965-7091

VENTURA COUNTY

751 Dally Dr., Suite 100,
Camarillo, CA 93010
(818) 889-6631
(805) 484-2701

CERTIFICATE OF THE REDEVELOPMENT AGENCY
OF THE CITY OF SANTA BARBARA
ACCEPTING INTEREST IN REAL PROPERTY

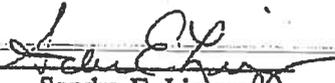
THIS IS TO CERTIFY THAT:

1. The Redevelopment Agency of the City of Santa Barbara hereby accepts the interest in real property located at 209 State Street and 224 Chapala Street in the City of Santa Barbara and further described as Exhibit A by the Grant Deed dated May 2, 1995, from Martin V. Smith, on behalf of the Martin V. Smith and Martha K. Smith 1990 Family Trust U/T/A dated October 30, 1990, to the Redevelopment Agency of the City of Santa Barbara.

2. The Redevelopment Agency of the City of Santa Barbara hereby consents to the recordation of said Grant Deed.

IN WITNESS WHEREOF, I have hereunto set my hand to this Certificate of Acceptance this 19th day of May, 1995.

REDEVELOPMENT AGENCY OF THE
CITY OF SANTA BARBARA

By 
Sandra E. Lizarraga
Executive Director