

EXHIBIT F

FORM OF MEMORANDUM OF LEASE

MEMORANDUM OF GROUND LEASE

Recording Requested By And
When Recorded Return To:

Cooley Godward LLP
4401 Eastgate Mall
San Diego, CA 92121
Attn: Michael S. Levinson

(Space above this line for Recorder's use)

MEMORANDUM OF GROUND LEASE

This Memorandum of Ground Lease is made and entered into as of November __, 2006 between the United States of America, acting by and through the Department of the Navy, as lessor ("**Government**"), and Manchester Pacific Gateway LLC, a Delaware limited liability company, as lessee ("**Lessee**").

This Memorandum of Ground Lease is made with reference to the following recital of essential facts: As of November __, 2006, Government and Lessee entered into that certain Lease (the "**Lease**") for certain real property located in the City of San Diego, County of San Diego, State of California, legally described in attached Exhibit "A" ("**Premises**").

NOW, THEREFORE, for and in consideration of the foregoing, Government and Lessee hereby agree as follows:

1. Agreement to Lease. Government hereby leases to Lessee, and Lessee hereby leases from Government, the Premises pursuant to the Lease, upon all of the terms and conditions set forth in the Lease, which Lease is incorporated herein by this reference. In the event of any inconsistency between the terms and conditions of this Memorandum and the terms and conditions of the Lease, the terms and conditions of the Lease shall govern and control.

2. Term. Subject to the terms and conditions contained in the Lease, the term of the Lease shall expire ninety-nine (99) years from the Commencement Date (as defined in the Lease).

IN WITNESS WHEREOF, each of the parties hereto has executed this instrument as of the date first above written.

GOVERNMENT:

UNITED STATES OF AMERICA, acting by and through the DEPARTMENT of the NAVY and its authorized representatives

By: _____

LESSEE:

MANCHESTER PACIFIC GATEWAY LLC, a Delaware limited liability company

By: Manchester Financial Group, L.P., a California limited partnership, Manager

By: Manchester Financial Group, Inc., a California corporation, General Partner

By: _____
Name: _____
Title: _____

NOTARY ACKNOWLEDGMENT

STATE OF)
) ss.
COUNTY OF)

On _____ before me _____, a Notary Public in and for said County and State, personally appeared _____, 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 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[ies] upon behalf of which the person[s] acted, executed the instrument.
WITNESS my hand and official seal.
Signature (SEAL)

NOTARY ACKNOWLEDGMENT

STATE OF)
) ss.
COUNTY OF)

On _____ before me _____, a Notary Public in and for said County and State, personally appeared _____, 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 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[ies] upon behalf of which the person[s] acted, executed the instrument.
WITNESS my hand and official seal.
Signature (SEAL)

EXHIBIT "A"
TO MEMORANDUM OF GROUND LEASE

DESCRIPTION OF THE PREMISES

[SAME AS SCHEDULE TO EXHIBIT A TO GROUND LEASE]

See attached