

# **Area of Benefit Engineer's Report**

For

## **S. Main Street Widening and Improvements**

**June 9, 2025**

### **CLIENT:**

California Gold Development Corporation  
133 Old Wards Ferry Road, Suite G  
Sonora, CA 95370  
(209) 533-3333

### **Project Address:**

(South Main Street – From Highway 120 to Woodward Avenue)  
(Atherton Drive – From Main Street to Approx. 1,400 feet west of Main Street)



### **Study Prepared by:**



620 12<sup>th</sup> Street  
Modesto, CA 95354  
Corey Walker, PE #89920

## **Table of Contents**

<b>Table of Contents .....</b>	<b>i</b>
<b>Section 1        Introduction .....</b>	<b>1</b>
1.1    PROJECT BACKGROUND .....	1
1.2    AREA DESCRIPTION.....	1
1.3    METHODOLOGY .....	1
<b>Section 2        Improvement Costs .....</b>	<b>3</b>
2.1    IMPROVEMENT COSTS.....	3
2.2    IMPROVEMENT MARK-UPS.....	3
2.3    COST ADJUSTMENT FOR INFLATION .....	3
<b>Section 3        Improvement Segments .....</b>	<b>4</b>
3.1    SEGMENT OVERVIEW .....	4
3.2    SEGMENT BREAKDOWN.....	4
<b>Section 4        Assessment Cost Summary and Distribution .....</b>	<b>5</b>
4.1    ASSESSMENT COST SUMMARY .....	5
4.2    DISTRIBUTION.....	5
<b>Appendix A:    Area of Benefit – Benefitting Parcels Exhibit .....</b>	<b>7</b>
<b>Appendix B:    Area of Benefit – Fair Share Analysis .....</b>	<b>8</b>
<b>Appendix C:    Right-of-way Dedication Exhibit .....</b>	<b>9</b>

## Section 1 Introduction

### 1.1 PROJECT BACKGROUND

On June 1, 2023, the City of Manteca conditionally approved a Tentative Parcel Map, Minor Use Permit, and Site Plan Review application for the Marketplace at Main Retail Center. As a condition of the project's approval, the City included requirements to improve S. Main Street from the south edge of the Highway 120 Eastbound On-Ramp to the southeast edge of the project site as well as to install a new traffic signal at the intersection of S. Main Street and Atherton Drive.

### 1.2 AREA DESCRIPTION

The S. Main Street Widening and Improvements Area of Benefit, hereto referred to as the "AOB", consists of improvements south of Highway 120 along S. Main Street from the Highway 120 Eastbound On-Ramp to approximately 1,200 feet south of Atherton Drive, as well as improvements on Atherton Drive from S. Main Street to approximately 1,400 feet west of S. Main Street. An overview of the AOB improvements is shown in Appendix B. The AOB Benefiting Parcels encompass properties abutting the S. Main Street/Atherton Drive intersection, as well as properties abutting S. Main Street between Atherton Drive and the Highway 120 Eastbound On-Ramp. The project also involves the construction of improvements on Atherton Drive along the project frontage.

Beneficiaries shall pay the AOB Assessment for improvements constructed as described in Section 4. The benefitting parcels are as follows and are shown in Appendix A - "*Area of Benefit - Benefitting Parcels Exhibit*":

**Table 1.1 - Benefitting Parcels**

AREA	OWNER	APN	ADDRESS
A	John Aretakis, Galatia Aretakis, Alex Aretakis, Micheal Aretakis, Nick Aretakis, David Kalunian	224-021-16	1533 South Main Street
B		224-021-17	1437 South Main Street
C	Marketplace at Main LLC	224-021-30	1669 South Main Street
D		224-021-47	1601 South Main Street
E	QMC Manteca Holdings, LLC	224-040-06	301 East Quintal Road
F		224-040-07	292 East Quintal Road
G		224-040-11	490 East Quintal Road
H		224-040-52	144 East Quintal Road
I	Brocchini Family Partnership [1]	224-040-03	1532 South Main Street
J		224-040-08	1482 South Main Street
K	Brocchini Family Partnership [2]	224-040-04	1574 South Main Street
L		224-040-09	1636 South Main Street

**Table Notes**

- [1] These parcels are located at the northeast corner of the intersection of Atherton Drive and S. Main Street.  
 [2] These parcels are located at the southeast corner of the intersection of Atherton Drive and S. Main Street.

### 1.3 METHODOLOGY

The improvements included within the AOB encompass street improvements and underground infrastructure required to meet City of Manteca Standards and the City's Public Facilities Infrastructure Plan (PFIP) guidelines. All parcels listed in Table 1.1 are to contribute their pro-rata share based on an allocation using frontage length, as required by City Resolution No. R1996-132 "Policy of Area of Benefit Establishment Criteria". Areas E through H as well as Area J in Table 1.1 do not have any direct frontage

along S. Main Street. For Areas E through H, the City has imposed a condition of approval which requires them to develop the frontage along APN: 224-040-01 and APN: 224-040-02. For the purposes of this AOB, the pro-rata share for Areas E, F, G & H is calculated based on the frontage length along APN: 224-040-01 and APN: 224-040-02. Area J does not have any direct frontage along South Main Street and is not required to contribute to the Shared Improvement costs, except for Shared Improvements within the Caltrans right-of-way as described below.

All parcels listed in Table 1.1 are to contribute equally to Shared Improvements within the Caltrans right-of-way along S. Main Street, with the exception of Area I which is considered by the PFIP to be non-developable at this time so is not required to contribute to these improvements. All parcels listed in Table 1.1, except for Area J, are also to contribute their pro-rata share to Shared Improvements for fiber optic and joint trench improvements along Atherton Drive and S. Main Street. The pro-rata share for Area I for fiber optic and joint trench improvements is funded by the PFIP since this is a non-developable parcel. These Shared Improvements are described more fully in Section 2.1 and are generally shown in Appendix B.

The proposed improvements are to be constructed by Marketplace at Main LLC (Areas C & D). All other areas included in this report (Areas A, B, E, F, G, H, J, K, and L) will have outstanding assessments due in this AOB. Area I is included in the report to accurately determine the costs for the remaining Areas, however no assessment is due from Area I since it is considered non-developable so its share of the costs are covered by the PFIP.

## Section 2 Improvement Costs

### 2.1 IMPROVEMENT COSTS

Improvements contained in this agreement are limited to improvements within the public right-of-way and associated infrastructure. Proposed improvements are to be constructed by Marketplace at Main LLC. These improvements include site preparation and grading, erosion control, curb, gutter, sidewalks, pavement, driveways, signage and striping, accessible curb ramps, street lights, pedestrian and vehicular barricades, landscaping, and irrigation. These improvements are generally shown in Appendix B.

Shared Improvements are to be constructed by Marketplace at Main LLC and include improvements within the Caltrans right-of-way as well as fiber optic conduit, joint trench improvements, and associated dry utility structures along Atherton Drive and S. Main Street. These improvements include site preparation and grading, erosion control, curb, gutter, pavement, signage and striping, fiber optic conduit, joint trench improvements, associated dry utility structures, and traffic signal improvements. These improvements are generally shown in Appendix B.

Refer to Appendix A for the “Area of Benefit - Benefitting Parcels Exhibit” and to Appendix B for the proposed “Area of Benefit - Fair Share Analysis”. Final improvement costs are determined based on the procedures listed in City Resolution No. R1996-132 “Policy of Area of Benefit Establishment Criteria”.

### 2.2 IMPROVEMENT MARK-UPS

The following mark-ups will be used on all items other than land cost; the land cost is excluded from any mark-ups. Collected assessment costs which result from these mark-ups will be distributed in accordance with Section 4.2.

**Table 2.1 - Improvement Mark-Ups**

DESCRIPTION	MARK-UP
Design Engineering	6.00%
Construction Staking	4.00%
City Engineering Plan Check Fee	2.43%
City Construction Inspection Fee	3.18%
City Bonding	2.00%
Developer Construction Management and Administration	5.00%
Assessment Engineering	5.00%
City Administration	5.00%
<b>Total:</b>	<b>32.61%</b>

### 2.3 COST ADJUSTMENT FOR INFLATION

The assessments provided herein shall be adjusted on January 1st of each year, based upon the change in the 20-City U.S. Average Engineering News Record Construction Index (ENR-Index). The adjusted cost shall be calculated by the City of Manteca Engineering Department using the formula:

- *New adjusted assessment is equal to the initial assessment multiplied by ENR-Index for January 1<sup>st</sup> of the year the assessment is paid, divided by the ENR-Index for May, 2025 (13838.59). The adjusted cost shall be rounded to the nearest dollar (\$1.00).*

## Section 3 Improvement Segments

### 3.1 SEGMENT OVERVIEW

The S. Main Street Widening and Improvements Area of Benefit has been broken down into two areas of improvement. Improvements along S. Main Street are beneficial to all Development Areas within the Area of Benefit, whereas the Atherton Drive Improvements are only beneficial to the Marketplace at Main LLC and Aretakis developments.

### 3.2 SEGMENT BREAKDOWN

As described in Section 1.3, each parcel listed in Table 1.1 is responsible for improvements along their direct frontage along both S. Main Street and Atherton Drive. These improvements are described more fully in Section 2.1.

Each area is also responsible for their portion of Shared Improvements based on their percentage of the overall frontage length along S. Main Street, with the exception of improvements within the Caltrans right-of-way as described below. As described in Section 1.3, the pro-rata share for Area I will be funded by the PFIP. Also as described in Section 1.3, Area J does not have any direct frontage along South Main Street and is not required to contribute to the Shared Improvement costs, except for Shared Improvements within the Caltrans right-of-way as described below. Shared Improvements are described in Section 2.1.

The following Table 3.1 provides a breakdown of the Fair Share Percentage Analysis used to establish the pro-rata cost due from each area for the Shared Improvements described in Section 2.1, with the exception of improvements within the Caltrans right-of-way. As described in Section 1.3, the cost of improvements within the Caltrans right-of-way is to be equally shared by all of the benefitting parcels, with the exception of Area I. These costs will be in addition to the costs for the frontage improvements on each parcel. See Appendix B for a detailed Engineer's Estimate of proposed improvements costs, mark-ups, and credits.

**Table 3.1 – Shared Improvement Pro-Rata Responsibility Breakdown (S. Main Street)**

BENEFITTING PARCEL	FRONTAGE LENGTH <sup>[1]</sup>	PRO-RATA RESPONSIBILITY
Areas - A & B	555.2 feet	25.51%
Areas - C & D	569.4 feet	26.16%
Areas - E, F, G, & H	321.2 feet	14.76%
Area - I	240.3 feet	11.04%
Area - J	---	---
Areas - K & L	490.5 feet	22.54%

<sup>[1]</sup> Frontage length is calculated along S. Main Street only. Improvements along Atherton Drive are explained below.

Along Atherton Drive, striping, signage, and street light improvements which are north of the centerline along the Aretakis frontage are designated as solely the responsibility of the Aretakis development. The remainder of the proposed improvements along Atherton Drive are the sole responsibility of Marketplace at Main LLC, except for the fiber optic conduit which is designated as a Shared Improvement cost as described in Section 2.1.

## Section 4 Assessment Cost Summary and Distribution

### 4.1 ASSESSMENT COST SUMMARY

The following Table 4.1 provides a summary of the Assessments owed as described in Section 2.1. See Appendix B for an exhibit showing the Area of Benefit improvements and a breakdown of the Area of Benefit fees.

**Table 4.1 - Area of Benefit Cost Summary - Grand Total of Improvements**

GRAND TOTAL OF AREA OF BENEFIT IMPROVEMENTS	
<b>Aretakis - Areas A &amp; B</b>	<b>\$1,089,861</b>
Marketplace at Main LLC - Areas C & D <sup>[1]</sup>	\$1,248,373
<b>QMC Manteca Holdings, LLC – Areas E, F, G, &amp; H</b>	<b>\$267,332</b>
Brocchini Family Partnership - Area I <sup>[1] [2]</sup>	\$0
<b>Brocchini Family Partnership - Area J</b>	<b>\$31,149</b>
<b>Brocchini Family Partnership - Areas K &amp; L</b>	<b>\$737,255</b>

<sup>[1]</sup> Costs for Areas C, D, and I are shown for reference only. See Section 1.3 for information regarding participation in the AOB.

<sup>[2]</sup> This area is designated in the City's PFIP as not required to contribute to improvements within the City right-of-way.

This Cost Summary does not include PFIP eligible improvements within the project area. The project requires dedication of rights-of-way to facilitate the construction of the proposed improvements. The cost for dedications is estimated at \$10 per square foot for commercial or industrial property. These prices are based on PFIP estimates prepared in 2015 as part of the City's current PFIP document. The Brocchini Family Partnership (Areas K & L) has agreed to dedicate their property at this time and so does not have any right-of-way acquisition costs within the AOB. Right-of-way acquisition for the Brocchini Family Partnership (Area I) is within the City's PFIP and is not part of this AOB. The only right-of-way acquisition costs included in this AOB are for the Aretakis parcels (Areas A & B) which are designated as future commercial areas with an estimated price of \$10 per square foot. See Appendix B for cost estimate analysis.

### 4.2 DISTRIBUTION

Payments are required in accordance with Table 4.2 below:

**Table 4.2 - Distribution Timing for Benefitting Parcels**

LAND USES	DISTRIBUTION TIMING
<b>Residential Land Uses</b> (Area E, F, G, & H)	<ul style="list-style-type: none"> <li>Payment of full assessment amount will be made prior to issuance of a government permit.</li> </ul>
<b>Non-Residential Land Uses</b> (Area A, B, J, K, & L)	<ul style="list-style-type: none"> <li>Payment of full assessment amount will be made prior to issuance of a government permit.</li> </ul>

Table 4.1 in Section 4.1 includes a summary of the total assessment to be collected from each Area. Appendix B provides a breakdown of the costs per Area. In all cases, these amounts are in January, 2025 dollars and must be adjusted in accordance with Section 2 (Cost Adjustment).

Funds will be collected by the City of Manteca and disbursed as follows:

Funds collected for Construction Costs, Right-of-Way Acquisition and the City Administration Mark-Up shown in Table 2.1 for Areas A & B shall be retained to the City of Manteca.

Funds collected for Construction Costs for the remaining Areas as well as funds collected for the Improvement Mark-Ups in Table 2.1, except for Assessment Engineering and City Administration, shall be paid to:

California Gold Development Corp.  
133 Old Wards Ferry Road, Suite G  
Sonora, CA 95370

Assessment funds that are payable to CalGold will be considered satisfied upon notification from CalGold to the City that the assessment has been paid or agreed to be paid through outside agreement or other funding mechanism. Notification must be provided to the City prior to the Distribution Timing in Table 4.2. If notification is not provided the payment in Table 4.1 and Appendix B, including City Administration and Assessment Engineering mark-ups, will be due in accordance with Table 4.2.

Funds collected for the Assessment Engineering Mark-Up shown in Table 2.1 shall be paid to:

NorthStar Engineering Group, Inc.  
620 12<sup>th</sup> Street  
Modesto, CA 95354



**Appendix A:     Area of Benefit – Benefitting Parcels Exhibit**

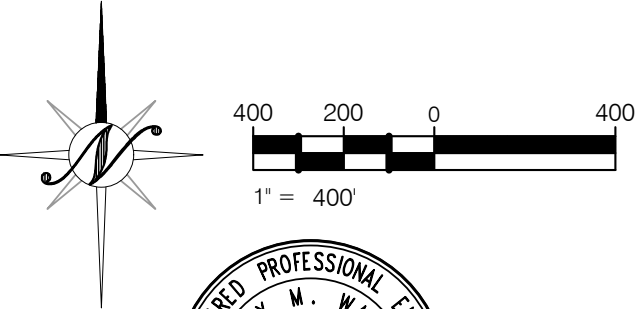
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MARKETPLACE @ MAIN OFFSITE IMPROVEMENTS

AREA OF BENEFIT DISTRICT  
BENEFITTING PARCELS EXHIBIT  
CITY OF MANTECA, SAN JOAQUIN COUNTY, CALIFORNIA  
MAY 2025



**North Star**  
**Engineering Group, Inc.**  
• CIVIL ENGINEERING • SURVEYING • PLANNING •  
620 12th Street Modesto, CA 95354  
(209) 524-3525 Phone (209) 524-3526 Fax



BENEFITTING PARCELS

AREA	DESCRIPTION	ASSESSOR'S PARCEL NUMBER
A	ARETAKIS	224-021-16
B		224-021-17
C	MARKETPLACE AT MAIN LLC	224-021-30
D		224-021-47
E	QMC MANTECA HOLDINGS, LLC	224-040-06
F		224-040-07
G		224-040-11
H		224-040-52
I	BROCCHINI FAMILY PARTNERSHIP	224-040-03
J		224-040-08
K	BROCCHINI FAMILY PARTNERSHIP	224-040-04
L		224-040-09

NOTES

1. THE EXHIBIT IS FOR DISCUSSION PURPOSES ONLY AND IS NOT  
TO BE USED FOR CONSTRUCTION.

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**Appendix B:     Area of Benefit – Fair Share Analysis**

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Manteca Marketplace @ Main  
Area of Benefit - Fair Share Analysis  
Offsite Improvements

			PARCELS					
			555.2 feet 25.51% Aretakis/AOB	569.4 feet 26.16% Marketplace at Main	321.2 feet 14.76% QMC Manteca Holdings	240.3 feet 11.04% Brocchini Family Trust	0.0 feet 0.00% Brocchini Family Trust	490.5 feet 22.54% Brocchini Family Trust
			(Areas A & B)	(Areas C & D)	(Areas E, F, G, & H)	(Area I)	(Area J)	(Areas K & L)
			NW Quadrant	SW Quadrant	NE Quadrant	NE Quadrant	NE Quadrant	SE Quadrant
			Costs	Costs	Costs	Costs	Costs	Costs
<b>Frontage Costs by Parcel</b> <sup>[2]</sup> Aretakis (Areas A & B) Marketplace at Main LLC (Areas C & D) QMC Manteca Holdings, LLC (Areas E, F, G, & H) Brocchini Family Trust (Area I) Brocchini Family Trust (Area J) Brocchini Family Trust (Areas K & L)	NW Quadrant	448,092	448,092	0	0	0	0	0
	SW Quadrant	661,410	0	661,410	0	0	0	0
	NE Quadrant	33,388	0	0	33,388	0	0	0
	NE Quadrant	0	0	0	0	0	0	0
	NE Quadrant	0	0	0	0	0	0	0
	SE Quadrant	311,473	0	0	0	0	0	311,473
SUB-TOTAL FRONTAGE IMPROVEMENTS		\$1,454,363	\$448,092	\$661,410	\$33,388	\$0	\$0	\$311,473
<b>Shared Improvements</b> Dry Utility / Joint Trench <sup>[3]</sup> Outparcel Improvements within Caltrans Right-of-Way Area		872,314	250,115	256,488	144,716	0	0	220,995
		117,445	23,489	23,489	23,489	0	23,489	23,489
	SUB-TOTAL SHARED IMPROVEMENTS	\$989,759	\$273,604	\$279,977	\$168,205	\$0	\$23,489	\$244,484
SUB-TOTAL CONSTRUCTION COSTS		\$2,444,122	\$721,696	\$941,387	\$201,593	\$0	\$23,489	\$555,957
<b>Area of Benefit Improvement Markups</b> <sup>[4]</sup> Design Engineering Construction Staking City Engineering Plan Check Fee City Construction Inspection Fee City Bonding Developer Construction Management and Administration	(6.00%)	146,647	43,302	56,483	12,096	0	1,409	33,357
	(4.00%)	97,765	28,868	37,655	8,064	0	940	22,238
	(2.43%)	59,392	17,537	22,876	4,899	0	571	13,510
	(3.18%)	77,723	22,950	29,936	6,411	0	747	17,679
	(2.00%)	48,882	14,434	18,828	4,032	0	470	11,119
	(5.00%)	122,206	36,085	47,069	10,080	0	1,174	27,798
	SUB-TOTAL IMPROVEMENT MARKUPS	\$552,616	\$163,175	\$212,848	\$45,580	\$0	\$5,311	\$125,702
CONSTRUCTION TOTAL		\$2,996,738	\$884,871	\$1,154,235	\$247,173	\$0	\$28,800	\$681,659
<b>Right of Way Purchases</b> Aretakis @ \$10 per square foot		132,820	132,820	0	0	0	0	0
	SUB-TOTAL RIGHT-OF-WAY COSTS	\$132,820	\$132,820	\$0	\$0	\$0	\$0	\$0
CONSTRUCTION AND RIGHT-OF-WAY TOTAL		\$3,129,558	\$1,017,691	\$1,154,235	\$247,173	\$0	\$28,800	\$681,659
<b>Additional Area of Benefit Improvement Markups</b> <sup>[4]</sup> Assessment Engineer City Administration	(5.00%)	122,206	36,085	47,069	10,080	0	1,174	27,798
	(5.00%)	122,206	36,085	47,069	10,080	0	1,174	27,798
	SUB-TOTAL ADMINISTRATIVE MARKUPS	\$244,412	\$72,170	\$94,139	\$20,159	\$0	\$2,349	\$55,596
	AREA OF BENEFIT ASSESSMENT TOTAL	\$3,373,970	\$1,089,861	\$1,248,373	\$267,332	\$0	\$31,149	\$737,255
TOTAL AREA OF BENEFIT FEE TO BE PAID <sup>[5]</sup>			\$1,089,861	\$1,248,373	\$267,332	\$0	\$31,149	\$737,255

**NOTES:**  
1) Improvements which are subject to reimbursements through the City of Manteca's Public Facilities Infrastructure Plan are not a part of the proposed Area of Benefit Assessment and are addressed in a separate Improvement Agreement.  
2) Frontage costs include improvements along South Main Street and Atherton Drive.  
3) The pro-rata share for Area I for Dry Utility / Joint Trench improvements is not included in this table since it is included in the City's PFIP. See Sections 1.3 and 3.2 of the Area of Benefit Engineer's Report for further discussion.  
4) Improvement Markups are listed in Section 2.2 of the Area of Benefit Engineer's Report.  
5) See Section 4.2 of the Area of Benefit Engineer's Report for a discussion of project financing and distributions.

MARKETPLACE @ MAIN OFFSITE IMPROVEMENTS

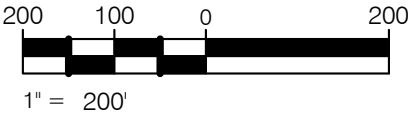
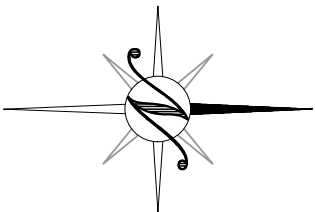
AREA OF BENEFIT DISTRICT  
IMPROVEMENTS EXHIBIT  
CITY OF MANTECA, SAN JOAQUIN COUNTY, CALIFORNIA  
MAY 2025



*NorthStar*  
**Engineering Group, Inc.**

• CIVIL ENGINEERING • SURVEYING • PLANNING •

620 12th Street Modesto, CA 95354  
(209) 524-3525 Phone (209) 524-3526 Fax



LEGEND

PUBLIC IMPROVEMENTS TO BE FUNDED BY DESIGNATED OWNER

PUBLIC IMPROVEMENTS TO BE FUNDED BY ALL OWNERS

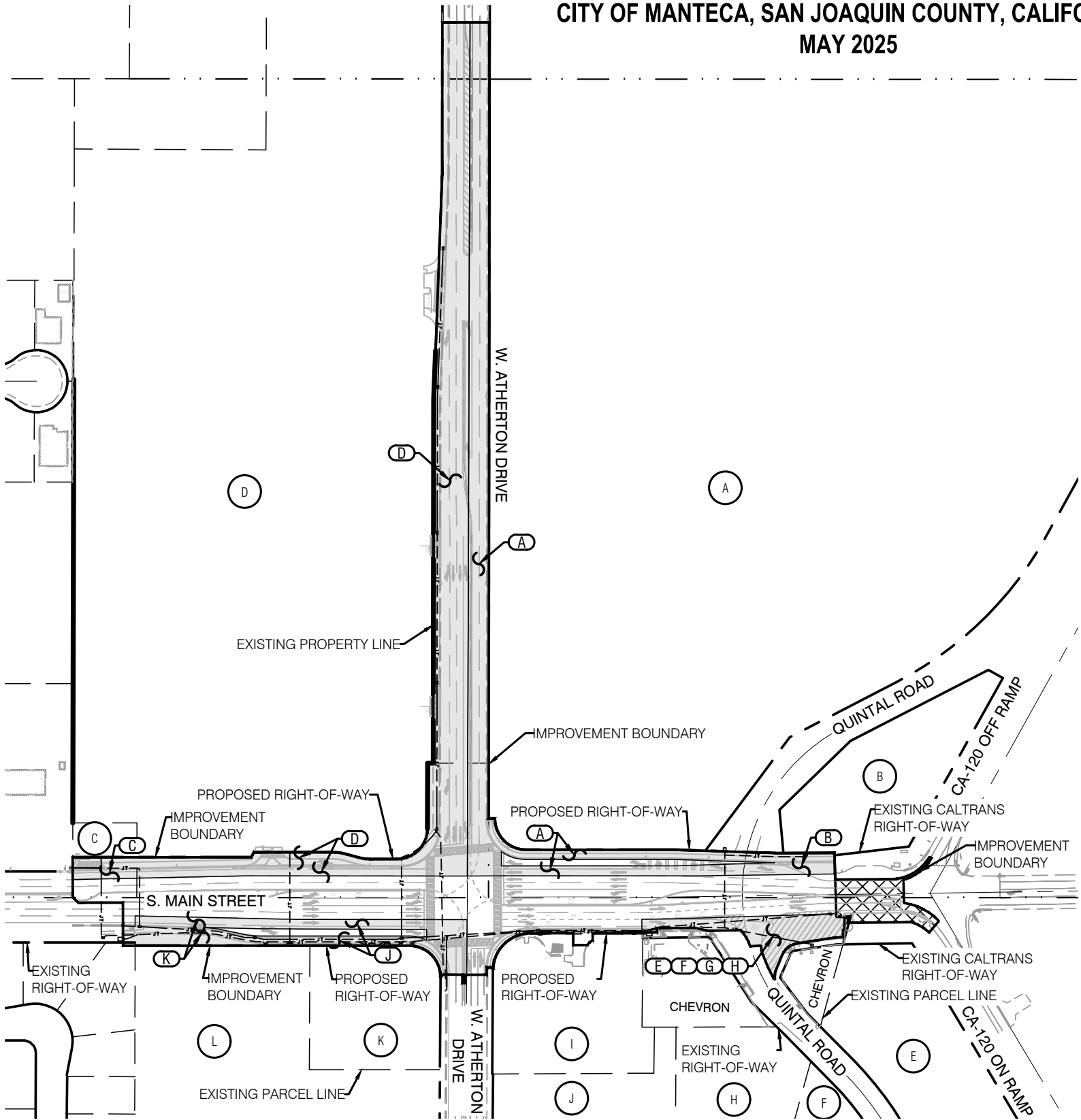
PROPOSED JOINT TRENCH IMPROVEMENTS TO BE FUNDED BY ALL OWNERS

BENEFITTING PARCELS

AREA	DESCRIPTION	ASSESSOR'S PARCEL NUMBER
A	ARETAKIS	224-021-16
B		224-021-17
C	MARKETPLACE AT MAIN LLC	224-021-30
D		224-021-47
E	QMC MANTECA HOLDINGS, LLC	224-040-06
F		224-040-07
G		224-040-11
H		224-040-52
I	BROCCHINI FAMILY PARTNERSHIP	224-040-03
J		224-040-08
K	BROCCHINI FAMILY PARTNERSHIP	224-040-04
L		224-040-09

NOTES

1. THE EXHIBIT IS FOR DISCUSSION PURPOSES ONLY AND IS NOT TO BE USED FOR CONSTRUCTION.



**Appendix C: Right-of-way Dedication Exhibit**

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MARKETPLACE @ MAIN OFFSITE IMPROVEMENTS

AREA OF BENEFIT DISTRICT  
RIGHT-OF-WAY DEDICATIONS SUMMARY EXHIBIT  
CITY OF MANTECA, SAN JOAQUIN COUNTY, CALIFORNIA  
MAY 2025



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Engineering Group, Inc.

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620 12th Street Modesto, CA 95354

(209) 524-3525 Phone (209) 524-3526 Fax



120600120

1" = 120'





BENEFITTING PARCELS

AREA	HATCH	DEDICATION AREA	DESCRIPTION	ASSESSOR'S PARCEL NUMBER
A		13,282 SF	ARETAKIS	224-021-16
B				224-021-17
C			MARKETPLACE AT MAIN LLC	224-021-30
D				224-021-47
E			QMC MANTECA HOLDINGS, LLC	224-040-06
F				224-040-07
G				224-040-11
H				224-040-52
I		3,416 SF	BROCCHINI FAMILY PARTNERSHIP	224-040-03
J			BROCCHINI FAMILY PARTNERSHIP	224-040-08
K		29,168 SF	BROCCHINI FAMILY PARTNERSHIP	224-040-04
L				224-040-09

NOTES

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