

**OWNER PARTICIPATION AGREEMENT
ESTOPPEL CERTIFICATE**

The undersigned, the COMMUNITY DEVELOPMENT COMMISSION OF THE CITY OF PETALUMA ("Commission"), hereby certifies and confirms to LOK PETALUMA MARINA HOTEL COMPANY, LLC, a California limited liability company ("Lok"), and WG INVESTMENTS, LLC, a California limited liability company ("Lender"), as follows:

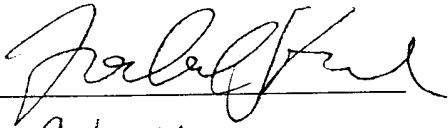
1. Attached hereto as Exhibit A is a true, correct and complete copy of the certain Owner Participation Agreement, dated April 17, 2001, by and between Commission and Lok (the "OPA"). The OPA embodies the entire agreement between Commission and Lok, with respect to the items set forth in the OPA, is now in full force and effect according to its terms, and has not been amended, modified or supplemented, orally or in writing. Unless otherwise defined herein, all capitalized terms shall have the meaning set forth in the OPA.
2. Commission is neither aware of nor has notice of any assignment, either absolute or as security, of the OPA by Lok.
3. To the Commission's knowledge, there are (i) no defaults on the part of the Commission or Lok under the OPA, and there are no acts, events or conditions currently existing (or with the passage of time, giving of notice or both, which would exist) which would constitute a default of Commission or Lok or which would give Commission or Lok the right to cancel or terminate the OPA.
4. To the Commission's knowledge, all covenants, conditions and agreements have been performed as required in the OPA, except for those which are not yet due.
5. To the Commission's knowledge, no Capital Event or Sale of the Project has occurred which triggers (or with the passage of time, giving of notice or both, would trigger) the repayment of any loan to which the Participants are entitled, including, without limitation, the Eligible Construction Cost Loan and the Tax Increment Loan.
6. To the Commission's knowledge, all conditions of Eligible Construction Cost Loan Disbursement and conditions to Tax Increment Loan Disbursement have been performed as required in the OPA, except for those which are not yet due.
7. Commission has received a copy of that certain Loan Agreement dated September 15, 2001 between Lok and Lender (the "Loan Agreement"), and the Loan Documents, as such term is defined in the Loan Agreement. Commission hereby approves the Loan Agreement and the Loan Documents.
8. The undersigned is authorized to execute this Owner Participation Agreement Estoppel Certificate on behalf of Commission.

9. This Owner Participation Agreement Estoppel Certificate is being furnished to and may be relied upon by Lok, Lender and their respective successors and assigns.
10. As used herein, the phrase "to the Commission's knowledge" means the current, actual knowledge, without investigation or inquiry, of Frederick Stouder, City Manager, or Paul Marangella.

Date: 9/26, 2001

COMMISSION:

COMMUNITY DEVELOPMENT
COMMISSION OF THE CITY OF
PETALUMA, a public body,
corporate and politic duly organized
and existing under the laws of the
State of California.

By: 
Its: City Manager

Attest:


Interim City Clerk