

NOW THEREFORE, as provided in the Agreement, and subject to the foregoing provisions hereof, the Stadium Authority and StadCo do hereby certify that such obligations and the Improvements have been fully performed and Completed as aforesaid [*insert the following only if the Takeout Financing has closed--* and that the Agreement is hereby terminated and of no further force or effect, except as provided therein].

Nothing contained in this instrument shall modify in any way any provisions of the Stadium Lease.

IN WITNESS WHEREOF the Parties have caused this Agreement to be executed by their duly appointed representatives and this Certificate of Completion shall become effective as of the latest date below written.

APPROVED AS TO FORM:

**SANTA CLARA STADIUM
AUTHORITY**, a California joint powers
authority

[INSERT NAME]
Stadium Authority General Counsel

[INSERT NAME]
Executive Director

ATTEST:

Date: _____

ROD DIRIDON, JR.
Stadium Authority Secretary

Date: _____

FORTY NINERS STADIUM, LLC,
a Delaware limited liability company

[INSERT NAME]
[INSERT TITLE]

Date: _____

CERTIFICATE OF ACKNOWLEDGMENT

STATE OF CALIFORNIA

COUNTY OF _____

On _____ before me, _____ personally
(insert name and title of the officer),
appeared _____

_____,
who 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 upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the
foregoing paragraph is true and correct.
WITNESS my hand and official seal.

Signature (Seal)

STATE OF CALIFORNIA

COUNTY OF _____

On _____ before me, _____ personally
(insert name and title of the officer),
appeared _____

_____,
who 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
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On _____ before me, _____ personally
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I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.
WITNESS my hand and official seal.

Signature (Seal)

DRAFT
December 2, 2011

EXHIBIT A

LEGAL DESCRIPTION

STADIUM SITE

[To be attached prior to recordation]