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WHEN RECORDED RETURN TO:
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Nashville, TN 37219

EH 2952066 PG 1 OF 4
LEANN H KILTS, WEBER COUNTY RECORDER
14-NOV-18 908 AM FEE \$16.00 DEP JKC
REC FOR: WALLER LANSDEN DORTCH DAVIS

**AMENDMENT TO ASSIGNMENT AND ASSUMPTION OF GROUND LEASE,
CONSENT TO ASSIGNMENT, AND CLARIFICATION AND MEMORANDUM OF
GROUND LEASE**

This AMENDMENT TO ASSIGNMENT AND ASSUMPTION OF GROUND LEASE, CONSENT TO ASSIGNMENT, AND CLARIFICATION AND MEMORANDUM OF GROUND LEASE (this "Amendment") is made as of October 27th 2018, (the "Amendment Effective Date"), by and between Columbia Ogden Medical Center, Inc., a Utah corporation ("Lessor") and HCPI/Utah, LLC, a Utah limited liability company ("Lessee"), under the following circumstances:

Lessor, as successor in interest to St. Benedict's Hospital and Lessee, as successor by assignment from Boyer Ogden Medical Associates., are parties to that certain Ground Lease Agreement dated as of August 30, 1989, as evidenced of record by that certain Memorandum Of Ground Lease dated as of August 30, 1989 and recorded September 11, 1989 as Entry No. 1088540 in Book 1567 at Page 1416 of the Official Records of the Weber County, Utah Recorder (the "Official Records"), as amended by that certain First Amendment To Ground Lease Agreement, dated as October 3, 1997, recorded February 11, 1998 as Entry No. 1521242 in Book 1907 at Page 853 of the Official Records, and as assigned and disclosed by that certain Assignment And Assumption Of Ground Lease, Consent To Assignment, and Clarification and Memorandum Of Ground Lease, dated as of January 20, 1999, recorded January 25, 1999 as Entry No. 1608042 in Book 1987 at Page 2471 of the Official Records (the "Memorandum" and collectively, the "Ground Lease"); and

Lessor and Lessee are executing this Amendment to update the Memorandum to reflect certain changes to the Ground Lease.

NOW THEREFORE, in consideration of the promises and the agreements and covenants contained herein, Lessor and Lessee agree that the Memorandum is amended and modified as follows:

1. Effective as of the Amendment Effective Date, the second sentence of Paragraph 5 of the Memorandum is hereby deleted in its entirety and replaced with the following:

"The initial term of the Ground Lease is forty-two (42) years, commencing March 1, 1989. The first renewal term under the Ground Lease is ten (10) years, commencing March 1, 2031. The second renewal term under the Ground Lease is ten (10) years, commencing March 1, 2041. Lessee has been granted one (1) renewal option for a period of twenty-five years, to be exercised not less than one (1) year prior to the expiration of the second renewal term of the Ground Lease."

2. Except as amended by this Amendment, the Memorandum is not otherwise amended, and the Memorandum remains in full force and effect, as amended hereby. In the event of a conflict between the terms of this Amendment and the terms of the Memorandum, the terms of this Amendment will control. Defined terms used in this Amendment not defined herein will have the meaning set forth in the Memorandum.

[signatures on following pages]

3.

IN WITNESS WHEREOF, Lessor and Lessee have executed this Amendment as of the date first above written.

LESSOR:

COLUMBIA OGDEN MEDICAL CENTER, INC., a Utah corporation

By: *Nicholas L. Paul*

Name: *Nicholas L. Paul*

Title: *Vice President*

STATE OF TENNESSEE

COUNTY OF DAVIDSON

The foregoing instrument as acknowledged before me this 24th day of October, 2018, by Nicholas L. Paul the Vice President of Columbia Ogden Medical Center, Inc., a Utah corporation.

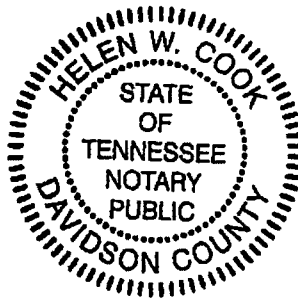
Helen W. Cook

Notary Public

Residing at: Nashville, TN

My Commission Expires:

January 3, 2022



LESSEE:

HCPI/UTAH, LLC, a Utah limited liability company

By HCP, Inc., its managing member

By: Glenn Preston

Name: Glenn Preston

Title: Senior managing director

STATE OF Tennessee

COUNTY OF Williamson

The foregoing instrument as acknowledged before me this 19th day of October, 2018, by Glenn Preston, the Senior managing director of HCPI/Utah, LLC, a Utah limited liability company.
 of HCP, Inc., its managing member of

Alisa Childers Peters
Notary Public
Residing at: Franklin, TN

My Commission Expires: ~~February 15, 2021~~ February 15, 2021

