

For, EDWARDS & GARDNER
AMERICAN PLATA II SWIRE 400
57 WEST 200 SOUTH
SALT LAKE CITY, UTAH 84101

BOOK 1395 PAGE 554

JON FRESTON 849556
WEBER COUNTY RECORDER
DEPUTY *Ann Hedley*

Dec 29 1 16 PM '81

PLATTED
INDEXED

VERIFIED
 MICROFILMED

ASSIGNMENT OF SUBLEASE

FILED AND RECORDED FOR
Utah Title

07-053-35070

In consideration of the extension of credit to the undersigned, the undersigned hereby assigns to UNIONMUTUAL STOCK LIFE INSURANCE CO. OF AMERICA ("UNIONMUTUAL") as collateral and security for those obligations of ST. BENEDICT'S INVESTMENT COMPANY, a Utah Limited Partnership, under a Promissory Note dated the 16th day of December, 1981, a Deed of Trust and Security Agreement dated the 28th day of December, 1981, all as more fully described in an Assignment of Rents and Leases from the undersigned to Unionmutual, all of its right, title and interest in and to that certain Sublease dated December 22, 1981 entered into between ST. BENEDICT DEVELOPMENT COMPANY, a Utah General Partnership, (Lessor) and ST. BENEDICT'S INVESTMENT COMPANY, a Utah Limited Partnership (Lessee).

The undersigned hereby irrevocably appoints UNIONMUTUAL as its true and lawful attorney-in-fact, at the option of UNIONMUTUAL at any time and from time to time, in the exercise of good faith, to exercise all rights, powers and privileges of the Lessee under said Sublease. This assignment of Sublease is intended to be an absolute assignment from the undersigned to UNIONMUTUAL (and not the mere passing of a security interest or lien therein) contingent only upon the occurrence of an event of default under any of the instruments or agreements executed by the undersigned and secured hereby. The power of attorney given herewith is a power coupled with an interest.

The undersigned covenants and agrees with UNIONMUTUAL to preserve the said Sublease and to:

1. Pay all rentals reserved in the said Sublease as the same become due and payable;
2. Promptly perform and observe all of the terms, conditions, and covenants required to be performed and observed by the Lessee under the Sublease and to do all things necessary to preserve and keep unimpaired their rights thereunder.
3. Promptly notify UNIONMUTUAL in writing of any default by the undersigned in the performance or observance of any of the terms, covenants

SEE ATTACHED EXHIBIT "A"

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or conditions on the part of the Lessee to be performed or observed under the Sublease or the occurrence of any event which, regardless of the lapse of time, would constitute a default under the Sublease or under any secondary sublease agreement which is now coincidentally or which may hereafter be assigned to UNIONMUTUAL; and

4. Promptly notify UNIONMUTUAL in writing of the giving of any notice by the Lessors under the Sublease or under any secondary sublease agreement which is now coincidentally or which may hereafter be assigned to UNIONMUTUAL, of the default of the Lessee or sublessee thereunder in the performance or observance of any of the terms, covenants or conditions on the part of such Lessee or sublessee to be performed or observed under such Sublease or secondary sublease, and promptly cause a copy of each such notice given to be delivered to UNIONMUTUAL.

Said Lease affects the real property located in Weber County, Utah, more particularly described in the attached Exhibit A.

EXECUTED this 2nd day of December, 1981.

ST. BENEDICT'S INVESTMENT COMPANY,
a Utah limited partnership,
By its General Partner,
ST. BENEDICT DEVELOPMENT COMPANY

By Leon Peterson
Leon Peterson, General Partner

By Katie F. Gasser
Katie F. Gasser, Trustee of the
G. Walter Gasser Family Trust,
General Partner

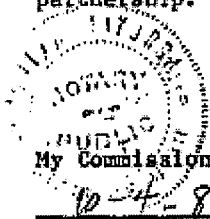
By GFI, LTD.

By G. Walter Gasser
G. Walter Gasser, General Partner

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STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 23 day of December, 1981, personally appeared before me, the undersigned, a Notary Public in and for said county and state, LEON PETERSON known to me to be the signer that executed the within instrument, and acknowledged to me that he executed the same as a joint venturer in ST. BENEDICT DEVELOPMENT COMPANY, a Utah general partnership and the general partner of St. Benedict's Investment Company, a Utah limited partnership.

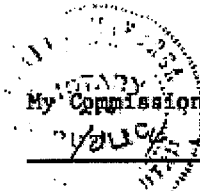


Judith Meyer
NOTARY PUBLIC
Residing at: Salt Lake City, Utah

My Commission Expires:
10-4-84

STATE OF UTAH)
) ss.
COUNTY OF SALT LAKE)

On the 23 day of December, 1981, personally appeared before me, the undersigned, a Notary Public in and for said county and state, KATIE F. GASSER, Trustee of the G. Walter Gasser Family Trust, known to me to be the signer that executed the within instrument, and acknowledged to me that she executed the same as the Trustee for the said family trust, a joint venturer in ST. BENEDICT DEVELOPMENT COMPANY, a Utah general partnership and the general partner of ST. BENEDICT'S INVESTMENT COMPANY, a Utah limited partnership.



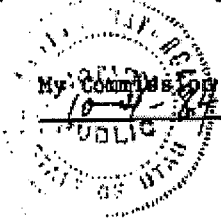
Judith Meyer
Notary Public
Residing at: Salt Lake City, Utah

My Commission Expires
10-4-84

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STATE OF UTAH)
) SS.
COUNTY OF SALT LAKE)

On the 23 day of December, 1981, personally appeared before me G. WALTER GASSER, who did say that he is the general partner of GFI, Ltd., a Utah Limited Partnership, and he acknowledged to me that he executed the foregoing document for and in behalf of said limited partnership, a joint venturer in ST. BENEDICT DEVELOPMENT COMPANY, a Utah general partnership and the general partner of ST. BENEDICT'S INVESTMENT COMPANY, a Utah limited partnership.



Judith M. ...
Notary Public
Residing at: *Salt Lake City, Utah*

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EXHIBIT "A"

DESCRIPTION OF THE REAL ESTATE

The real estate located in the County of Weber, State of Utah, described as follows:

A part of the SE 1/4 of Sec. 17, T 5 N, R 1 W, SLB&M, U.S. Survey:

Beg at a point N 1282.73 ft and West 579.26 ft from the SE corner Sec. 17, T 5 N, R 1 W, SLB&M and running th S 72°26' W, 430.00 ft; th N 33°01'30" W, 109.01 ft; th N 0°26' E, 23.06 ft; th N 72°26' E, 451.93 ft; th S 17°34' E, 127.00 ft to beg. Containing 56,695 sq. ft or 1.3015 acres

Also the following described area:

Beg at the NE corner of St. Benedicts Professional Building, Phase II, said point being N 1407.66 ft and West 610.74 ft from the SE corner Sec. 17, T 5 N, R 1 W, SLB&M and running th S 17°34' E, 73.33 ft; th S 72°26' W, 7.70 ft; th N 17°34' W, 71.73 ft; th S 72°26' W, 137.63 ft; th N 17°34' W, 1.60 ft; th N 72°26' E, 145.33 ft to beg. Containing 785 sq. feet or 0.0180 acre

TOGETHER WITH and subject to the Declaration of Restrictions, Easements and Common Area Maintenance Agreement, dated December 14, 1981, by and between St. Benedicts Hospital and St. Benedicts Development Company and consented to by New York Life Insurance Company and Unionmutual Stock Life Insurance Co. of America, recorded as of even date herewith.