

WHEN RECORDED, PLEASE RETURN TO:

La Quinta Inns, Inc.
P. O. Box 2636 Property Tax
San Antonio, TX 78299-2636

ENT 65199 BK 4040 PG 567
RANDALL A. COVINGTON
UTAH COUNTY RECORDER
1996 AUG 8 4:32 PM FEE 15.00 BY MM
RECORDED FOR AFFILIATED TITLE COMPANY IN

SPECIAL WARRANTY DEED
[Lake Ridge Associates, L.C./La Quinta Inns, Inc.]

THIS INSTRUMENT is entered into as of the 7th day of August, 1996, between LAKE RIDGE ASSOCIATES, L.C., a Utah limited liability company ("Grantor"), whose address is 127 South 500 East, Suite 100, Salt Lake City, Utah 84102, and LA QUINTA INNS, INC., a Texas corporation ("Grantee"), whose mailing address is P. O. Box 2636 Property Tax, San Antonio, TX 78299-2636.

FOR THE SUM OF TEN DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, Grantor hereby conveys and warrants to Grantee against all persons claiming by, through or under Grantor, but not otherwise, certain real property located in Utah County, Utah, described as follows:

Commencing at a point West 1000.91 feet and South 838.67 feet from the North one quarter corner of Section 27, Township 6 South, Range 2 East, Salt Lake Base and Meridian; running thence East 44.87 feet; thence South 67.00 feet; thence East 351.45 feet; thence South 247.88 feet; thence South 45°00'0" East 20.44 feet; thence South 135.11 feet; thence West 114.04 feet; thence along the arc of a 110.00 foot radius curve to the right 78.62 feet (chord bears North 69°31'33" West 76.95 feet); thence North 49°03'07" West 242.83 feet; thence along the arc of a 110.0 foot radius curve to the right 92.30 feet (chord bears North 25°00'46" West 89.62 feet); thence North 00°58'24" West 197.19 feet to the point of beginning.

TOGETHER WITH a perpetual, non-exclusive right-of-way and easement for vehicular ingress and egress over and across the following described real property (the "Easement Area") located in Utah County, Utah:

Commencing at a point located South 632.84 feet and West 948.58 feet from the North 1/4 corner of Section 27, Township 6 South, Range 2 East, Salt Lake Base and Meridian; running thence along the arc of a 19.5 foot radius curve to the left 17.55 feet (chord bears South 25°47'02" West 16.96 feet); thence South 190.55 feet; thence West 31.0 feet; thence North 203.28 feet; thence along the arc of a 19.5 foot radius curve to the left 10.53 feet (chord bears North 15°28'31" West 10.41 feet); thence along the arc of a 2929.90 foot radius curve to the left 41.83 feet (chord bears South 79°41'28" East 41.83 feet) to the point of beginning.

SUBJECT TO (i) taxes for the year 1997, and subsequent years, and assessments, (ii) rights-of-way, easements, covenants, restrictions, reservations and other matters of record, other than mortgage debt, (iii) facts, rights, interests or claims which could be ascertained by an inspection of the subject property, and (iv) discrepancies, conflicts in boundary lines, shortages in area, encroachments or other facts which a correct survey would disclose.

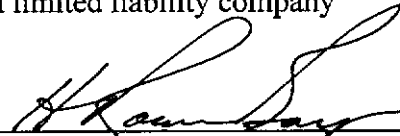
GRANTEE COVENANTS to pay, within thirty (30) days after the receipt of an invoice, its pro rata share (based on the gross square footage of all parcels owned by all users of the Easement Area) of all reasonable costs, expenses and fees incurred or payable in connection with the maintenance, repair, replacement and improvement of the Easement Area. Such covenant shall constitute a covenant running with the land, shall burden the fee property conveyed by this instrument and shall bind each person having any interest in such fee property.

GRANTOR AND GRANTEE have executed this instrument on the respective dates set forth below, to be effective as of the date first set forth above.

GRANTOR:

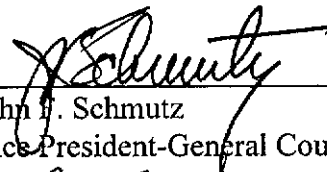
LAKE RIDGE ASSOCIATES, L.C.,
by its manager:

THE BOYER COMPANY, L.C.,
a Utah limited liability company

By: 
H. Roger Boyer
Chairman
Date: 8-08-96

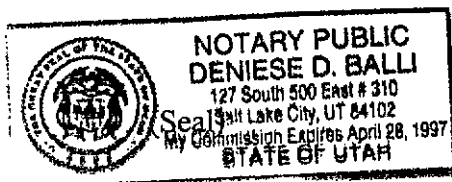
GRANTEE:

LA QUINTA INNS, INC., a Texas corporation

By: 
John F. Schmutz
Vice President-General Counsel
Date: 8-7-96

STATE OF UTAH §
 §
COUNTY OF Salt Lake §

The foregoing instrument was acknowledged before me this 8 day of August, 1996, by H. Roger Boyer, the Chairman of The Boyer Company, L.C., the manager of Lake Ridge Associates, L.C.



Deniese D. Balli
Notary Public

My Commission Expires:

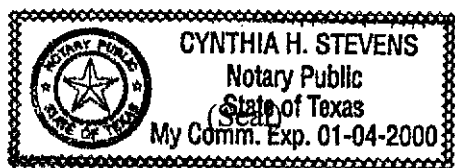
4-28-97

Residing at:

Salt Lake County

STATE OF TEXAS §
 §
COUNTY OF BEXAR §

The foregoing instrument was acknowledged before me this 7th day of August, 1996, by John F. Schmutz, the Vice President-General Counsel of La Quinta Inns, Inc., a Texas corporation, on behalf of said corporation.



Cynthia H. Stevens
Notary Public

My Commission Expires:

1-4-2000

Residing at:

San Antonio, TX