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10/18/2012 1:58:00 PM \$43.00  
Book - 10067 Pg - 5293-5304  
Gary W. Ott  
Recorder, Salt Lake County, UT  
MERIDIAN TITLE  
BY: eCASH, DEPUTY - EF 12 P.

RECORDING REQUESTED BY,  
AND AFTER RECORDING RETURN TO:

Parr Brown Gee & Loveless  
185 South State Street, Suite 800  
Salt Lake City, Utah 84111  
Attention: Lamont Richardson, Esq.

**FIRST AMENDMENT TO  
DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS**

THIS FIRST AMENDMENT TO DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS (this "**Amendment**") is made and entered into effective as of October 10, 2010 (the "**Effective Date**"), by VIEW 72 RETAIL, L.C., a Utah limited liability company (the "**Declarant**"), ARBOR GARDNER BINGHAM JUNCTION HOLDINGS, L.C., a Utah limited liability company ("**Arbor Gardner**") and LODGEPROS VIEW 72, LLC, a South Dakota limited liability company ("**LodgePros**").

RECITALS

WHEREAS, Declarant and Arbor Gardner executed that certain Declaration of Covenants, Restrictions and Easements, dated October 2, 2012, which was recorded on October 4, 2012 in the Salt Lake County Recorder's Office (the "**Recorder's Office**") as Instrument No. 11485504 in Book 10063 at Page 2860 (the "**Declaration**").

WHEREAS, the Declaration encumbers the following tracts of real property located in Salt Lake County, State of Utah:

(1) Certain parcels of real property the legal description of which is set forth on Exhibit "A" attached hereto and made a part hereof (individually, a "**Retail Lot**" and collectively, the "**Retail Lots**").

(2) Certain parcels of real property the legal description of which is set forth on Exhibit "B" attached hereto and made a part hereof (the "**Hotel Lot**").

WHEREAS, in addition to the Retail Lots and the Hotel Lots, the Declaration encumbers certain real property owned by Arbor Gardner more particularly described on Exhibit "C" attached to the Declaration (the "**Arbor Gardner Parcel**").

WHEREAS, Declarant conveyed the Hotel Lot to LodgePros pursuant to that certain Special Warranty Deed dated October 3, 2012, which was recorded on October 4, 2012 in the Recorder's Office as Instrument No. 11485505 in Book 10063 at Page 2886.

WHEREAS, Declarant is the owner of all of the Retail Lots and LodgePros is the owner of the Hotel Lot.

WHEREAS, the parties hereto desire to enter into this Amendment to modify the legal description of the Arbor Gardner Parcel.

#### AGREEMENT

1. Incorporation of Recitals; Defined Terms. The Recitals set forth above are incorporated herein by this reference and shall be deemed terms and provisions hereof, the same as if fully set forth in this Section 1. Capitalized terms that are used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Declaration.

2. Amendment to Exhibit "C". Exhibit "C" attached to the Declaration is hereby deleted in its entirety and replaced with Exhibit "C" attached to this Amendment. All references to Exhibit "C" in the Declaration shall be deemed to be references to such Exhibit "C" as modified and replaced by this Amendment.

3. Omnibus Amendment. Any and all other terms and provisions of the Declaration are hereby amended and modified wherever necessary, and even though not specifically addressed herein, so as to conform to the amendments set forth in the preceding paragraphs hereof. Except as expressly modified and amended hereby, all other terms and conditions of the Declaration shall continue in full force and effect.

4. Counterparts. This Amendment may be executed in counterparts each of which shall be deemed an original.

5. Successors and Assigns. This Amendment shall inure for the benefit of and shall be binding on each of the Owners and their respective successors and/or assigns.

6. Authority. Each individual executing this Amendment does thereby represent and warrant to each other person so signing (and to each other entity for which such other person may be signing) that he or she has been duly authorized to deliver this Amendment in the capacity and for the entity set forth where she or he signs.

**[THE REST OF THIS PAGE LEFT BLANK INTENTIONALLY]**

IN WITNESSETH WHEREOF, Declarant, Arbor Gardner and LodgePros have executed this Amendment as of the date first set forth above.

"Declarant"

VIEW 72 RETAIL, L.C., a Utah limited liability company, by its Managers

KC GARDNER COMPANY, L.C., a Utah limited liability company

By: [Signature]  
Name: Chastin Gardner  
Its: Manager

ARBOR COMMERCIAL REAL ESTATE L.L.C., a Utah limited liability company

By: [Signature]  
Name: John Coast  
Its: Manager

"Arbor Gardner"

ARBOR GARDNER BINGHAM JUNCTION HOLDINGS, L.C., a Utah limited liability company, by its Managers

KC GARDNER COMPANY, L.C., a Utah limited liability company

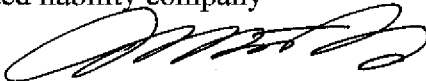
By: [Signature]  
Name: Christa Gardner  
Its: Manager

ARBOR COMMERCIAL REAL ESTATE L.L.C., a Utah limited liability company

By: [Signature]  
Name: John Coast  
Its: Manager

"LodgePros"

LODGEPROS VIEW 72, LLC, a South Dakota  
limited liability company

By:   
Name: Jeff Stockert  
Its: President

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

On this 15 day of October, 2012, personally appeared before me Christian Gardner Manager of KC Gardner Company, L.C., a Utah limited liability company, a manager of View 72 Retail, L.C., a Utah limited liability company, on behalf of said company.



Constance Miller  
NOTARY PUBLIC  
Residing at:

My Commission Expires:  
10-13-2015

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

On this 15th day of October, 2012, personally appeared before me John Gust, Manager of Arbor Commercial Real Estate L.L.C., a Utah limited liability company, a manager of View 72 Retail, L.C., a Utah limited liability company, on behalf of said company.

V Fleming  
NOTARY PUBLIC  
Residing at: Draper ut

My Commission Expires:  
2/23/13



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

On this 15 day of October, 2012, personally appeared before me Christian Gardner, Manager of KC Gardner Company, L.C., a Utah limited liability company, a manager of Arbor Gardner Bingham Junction, L.C., a Utah limited liability company, on behalf of said company.



Constance Miller  
NOTARY PUBLIC  
Residing at:

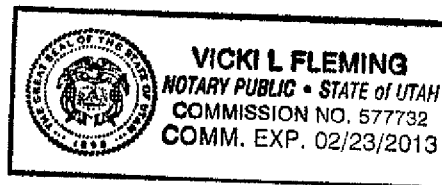
My Commission Expires:  
10-13-2015

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

# On this 15<sup>th</sup> day of October, 2012, personally appeared before me John Gust, Manager of Arbor Commercial Real Estate L.L.C., a Utah limited liability company, a manager of Arbor Gardner Bingham Junction, L.C., a Utah limited liability company, on behalf of said company.

J Fleming  
NOTARY PUBLIC  
Residing at: Draper, ut

My Commission Expires:  
2/23/13



South Dakota  
STATE OF UTAH )  
Brown : ss.  
COUNTY OF ~~SALT LAKE~~ )

On this 11th day of October, 2012, personally appeared before me  
Jeff Stockert, the President of LODGEPROS VIEW 72, LLC, a  
South Dakota limited liability company.

Cindy Quam  
NOTARY PUBLIC  
Residing at: Aberdeen, SD

My Commission Expires: 8-10-14

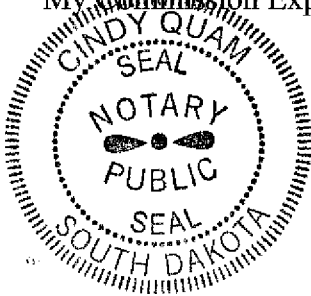


EXHIBIT "A"

TO

DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS

Legal Description of Retail Lots

ALL OF LOTS 1-7 AND LOT 9 OF THE VIEW 72 RETAIL SUBDIVISION PLAT  
ACCORDING TO THE OFFICIAL PLAT THEREOF RECORDED IN THE OFFICE OF THE  
SALT LAKE COUNTY RECORDER

Tax Parcel No(s): 21-26-260-023 ; -024 ; -025 ; -026 ; -028 ; -022 ; -021 ; -029



EXHIBIT "B"

TO

DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS

Legal Description of Hotel Lot

ALL OF LOT 8 OF THE VIEW 72 RETAIL SUBDIVISION PLAT ACCORDING TO THE OFFICIAL PLAT THEREOF RECORDED IN THE OFFICE OF THE SALT LAKE COUNTY RECORDER

Tax Parcel No(s): 21-26-200-~~027~~

EXHIBIT "C"

TO

DECLARATION OF COVENANTS, RESTRICTIONS AND EASEMENTS

Legal Description of Arbor Gardner Parcel

ALL OF LOT 1 OF THE BINGHAM JUNCTION SAVAGE SUBDIVISION ACCORDING TO THE OFFICIAL PLAT THEREOF RECORDED IN THE OFFICE OF THE SALT LAKE COUNTY RECORDER.

ALL OF LOT 10 AND PARCEL A OF THE VIEW 72 RETAIL SUBDIVISION PLAT ACCORDING TO THE OFFICIAL PLAT THEREOF RECORDED IN THE OFFICE OF THE SALT LAKE COUNTY RECORDER.

Tax Parcel No(s): 21-26-202-001, 21-26-200-030

## CONSENT OF LIENHOLDER

Wells Fargo Bank, National Association, as the holder of a lien encumbering the Property arising under (A) that certain Construction Deed of Trust with Absolute Assignment of Leases and Rents, Security Agreement and Fixture Filing executed by Arbor Gardner, L.C., a Utah limited liability company, as trustor, to the trustee named therein for the benefit of Lender, as beneficiary, which was recorded on August 31, 2005 in the official records of Salt Lake County, Utah as Entry No. 9478425 in Book 9182, beginning on Page 4552 (Loan No. 102322); (B) that certain Construction Deed of Trust with Absolute Assignment of Leases and Rents, Security Agreement and Fixture Filing executed by Arbor Gardner Bingham Junction Holdings, L.C., a Utah limited liability company, as trustor, to the trustee named therein for the benefit of Lender, as beneficiary, which was recorded on November 20, 2007 in the official records of Salt Lake County, Utah as Entry No. 10281128 in Book 9539, beginning on Page 7100 (Loan No. 105400); (C) that certain Construction Deed of Trust with Absolute Assignment of Leases and Rents, Security Agreement and Fixture Filing executed by Arbor Gardner Bingham Junction Holdings, L.C., a Utah limited liability company, as trustor, to the trustee named therein for the benefit of Lender, as beneficiary, which was recorded on August 19, 2010 in the official records of Salt Lake County, Utah as Entry No. 11014001 in Book 9850, beginning on Page 6159 (Loan No. 1002312); (D) that certain Deed of Trust with Absolute Assignment of Leases and Rents, Security Agreement and Fixture Filing dated July 28, 2006, executed by Arbor/Gardner/Plum Sunset Hills, L.L.C., a Utah limited liability company, as trustor, to the trustee named therein for the benefit of Lender, as beneficiary, which was recorded on August 3, 2006 in the official records of Salt Lake County, Utah, as Entry No. 9801582, in Book 9331, beginning on Page 2847 (Loan No. 103580); and (E) that certain Construction Deed of Trust with Absolute Assignment of Leases and Rents, Security Agreement and Fixture Filing executed by View 72, Retail, L.C., a Utah limited liability company, as trustor, to the trustee named therein for the benefit of Lender, as beneficiary, which was recorded on September 21, 2012 in the official records of Salt Lake County, Utah as Entry No. 11476485 in Book 10058, beginning on Page 5881 (Loan No. 1005639), in each case as amended, consents to the recording of this Declaration and subordinates its lien to this Declaration.

[signature page follows]

Wells Fargo Bank, N.A.

By: Mike Dolgarian

Name: Mike Dolgarian

Title: Vice President

State of Utah )  
County of Salt Lake ) ss.

The foregoing instrument was acknowledged before me on October 17, 2012, by Mike Dolgarian Vice President of Wells Fargo Bank, National Association.

Shannon Lee Youngblood  
Notary Public

