

MNT: 45241

**RECORDING REQUESTED BY AND
WHEN RECORDED RETURN TO:**

Tooele Land Partners, LLC
5670 Wilshire Boulevard, Suite 1250
Los Angeles, California 90036
Attn.: Steven Usdan

Space above this line for recorder's use only

**AMENDMENT NO. 2
TO
DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS**

This Amendment No. 2 to Declaration of Covenants, Conditions and Restrictions (this "Amendment") is dated as of SEPT 28TH, 2015 (the "Effective Amendment Date") by and between Price Tooele Company, LLC, a Utah limited liability company ("Price"), Questar Gas Company, a Utah corporation ("QGC"), Utah School Development TC, LLC, a Utah limited liability company ("USD"), Tooele Land Partners, LLC, a Delaware limited liability company ("TLP"), and CCA-Tooele Towne Center, LLC, a Delaware limited liability company ("CCA"), with reference to the following recitals.

RECITALS

A. Reference is made to the Declaration of Covenants, Conditions and Restrictions dated August 16, 1999 and recorded in the Official Records of Tooele County, Utah on August 17, 1999 as Entry No. 135986 in Book 0584 at Page 0141 (the "Original Declaration"), as amended by Amendment No. 1 to Declaration of Covenants, Conditions and Restrictions dated August 14, 2000 and recorded in the Official Records of Tooele County, Utah on August 14, 2000 as Entry No. 151217 in Book 0634 at Page 0454 (the "First Amendment"), regarding the Property (as defined in the Declaration) legally described on Exhibit A attached to this Amendment and the Retained Property (as defined in the Declaration) legally described on Exhibit B attached to this Amendment. The Original Declaration, as amended by the First Amendment, is referred to herein as the "Declaration".

B. The Retained Property was subdivided into 4 parcels pursuant to Tooele Highland Estates Subdivision recorded in the Official Records of Tooele County, Utah on February 6, 2015 as Entry No. 408831, Lot 1 of which is currently owned by QGC, Lot 2 of which is currently owned by USD, and Lots 3 and 4 of which are currently owned by Price.

C. CCA is the current owner of a portion of the Property and TLP is the current owner of another portion of the Property. The portion of the Property that is owned by TLP is legally described on Exhibit C attached to this Amendment (the "TLP Property") and depicted on Exhibit D attached to this Amendment.

D. The Declaration imposes certain covenants, conditions and restrictions on the Property for the benefit of the Retained Property.

E. The parties desire to enter into the Amendment to modify certain provisions of the Declaration pertaining to the use of the TLP Property.

IN WITNESS WHEREOF, and in acknowledgment and consideration of the foregoing recitals, and for other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Declaration is amended as follows effective as of the Effective Amendment Date:

1. Capitalized Terms. All capitalized terms used in this Amendment but not otherwise defined herein have the meanings given to such terms in the Declaration.

2. Use of TLP Property. Notwithstanding any contrary provision of the Declaration:

(a) in addition to the uses permitted under the Declaration, the portion of the TLP Property depicted as Lot 502 on Exhibit D to this Amendment may be used for automotive (including all-terrain vehicles (“ATV”)) sales and rentals, a vehicle (including ATV) test track, storage or any other use reasonably related to the operation of the ATV sales and service business currently operated on the adjacent property located to the west of Lot 502, and no such use shall be considered as violating the terms and provisions of the Declaration; and

(b) in additions to the uses permitted under the Declaration, the portion of the TLP Property depicted as Lot 501 on Exhibit D to this Amendment may be used for office or light warehouse use, and no such use shall be considered as violating the terms and provisions of the Declaration.

3. No Other Changes. Except as set forth in this Amendment, the Declaration remains in full force and effect.

4. Counterparts. This Amendment may be executed in multiple counterparts, each of which shall constitute an original and all of which together shall collectively constitute one fully-executed document.

[SIGNATURES ON FOLLOWING PAGE]

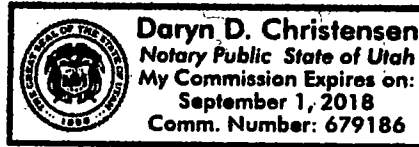
QUESTAR GAS COMPANY,
a Utah corporation

By: Todd P. Kemp
Name: Todd P. Kemp
Its: Foreman Questar Gas

STATE OF UTAH)
COUNTY OF Salt Lake)

On the 28th day of September in the year 2015 before me, the undersigned, personally appeared Todd P. Kemp, _____ of Questar Gas Company, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her capacity, and that by his/her signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

[Signature]
Notary Public



AFFIX SEAL

My commission expires 9-1-2018

TOOELE LAND PARTNERS, LLC,
a Delaware limited liability company

By: CCA ACQUISITION COMPANY, LLC,
a California limited liability company,
Managing Member

By: *Steven H. Usdan*
Steven H. Usdan, Managing Member

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

CIVIL CODE § 1189

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California)
County of Los Angeles)
On September 18, 2015 before me, Lori Guttenberg, Notary Public,
Date Here Insert Name and Title of the Officer
personally appeared Steven H. Usdan
Name(s) of Signer(s)

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 *Lori Guttenberg*
Signature of Notary Public

Place Notary Seal Above

CCA-TOOELE TOWNE CENTER, LLC,
a Delaware limited liability company

By: CCA ACQUISITION COMPANY, LLC,
a California limited liability company,
Managing Member

By: Steven H. Usdan
Steven H. Usdan, Managing Member

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

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Name(s) of Signer(s)

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 Lori Guttenberg
Signature of Notary Public

Place Notary Seal Above

EXHIBIT A
LEGAL DESCRIPTION OF PROPERTY

Real property located in Tooele County, Utah, more particularly described as follows:

Beginning at a point 33 feet South 00°15'56" East (dead South) and 555.29 feet South 89°43'06" West from the Northeast corner of Section 21, Township 3 South, Range 4 West, Salt Lake Base and Meridian, to a point on the Southerly line of a County Road, said point also being the future center line of First East Street; thence South 89°43'06" West 122.71 feet, along the South line of said County Road to the Northeast corner of that property conveyed to Albert R. Arellano by that certain Real Estate Contract recorded April 15, 1987 as Entry No. 008249 in Book 254 at page 36 to 40 of Official Records; thence South 00°15'56" East 218 feet (dead South 218 feet more or less), along the East line of said Arellano property to its Southeast corner; thence South 89°43'06" West 200 feet (dead West 200 feet more or less), along the South line of said Arellano property to its Southwest corner; thence North 00°15'56" West 218 feet (dead North 218 feet more or less), along the West line of said Arellano property to its Northwest corner, said point also being on the South line of said County Road; thence South 89°43'06" West 128.50 feet (dead West 161.5 feet more or less), along the South line of said County Road to the Northeast corner of the property conveyed to H.E.B. Auto Supply, Inc. by deed recorded July 13, 1993 as Entry No. 018738 in Book 334 at page 417 of Official Records; thence South 00°15'56" East 330 feet (dead South 330 feet more or less), along the East line of said H.E.B. property and the East line of the property conveyed to Mantec Realty Co. by deed recorded March 23, 1971 as Entry No. 293080 in Book 101 at page 440 of Official Records, to the Southeast corner of said Mantec Realty property; thence South 89°43'06" West 288.48 feet (West 229 feet more or less) to the Southwest corner of said Mantec Realty property, said point also being on the East line of State Highway; thence South 01°23'48" West 678.21 feet (dead South 685.99 feet more or less), along the East line of said State Highway to the Northwest corner of that property conveyed to Triple M Food & Fuel, Inc. by Deed recorded April 17, 1991 as Entry No. 040274 in Book 315 at page 301 of Official Records; thence North 89°38" East 275.16 feet along the North line of said Triple M property; thence South 00°15'56" East 281 feet (dead South 281 feet more or less), along the East line of said Triple M property and that property conveyed to Glenn G. Oscarson, etnc by deed recorded December 6, 1989 as Entry No. 030879 in Book 298 at page 767 of Official Records, to the Southeast corner of said Oscarson property; thence South 89°38" West 20 feet (dead West 20 feet more or less), along the South line of said Oscarson property to the Northeast corner of that property conveyed to Bruce T. Steadman, etal by deed recorded December 6, 1989 as Entry No. 030882 in Book 296 at page 774 of Official Records; thence South 00°15'56" East 200 feet (dead South 200 feet more or less), along the East line of said Steadman property to its Southeast corner, said point also being on the North line of that property conveyed to Sandra K. Aquilre by deed recorded May 14, 1990 as Entry No. 034153 in Book 303 at page 51 of Official Records; thence North 89°38" East 46.84 feet along the North line of said property to the Northeast Corner, said point also being on the West line of the property conveyed to Jerome H. Pearlman and Faith Pearlman, Trustees of the Jerome H. Pearlman and Faith Pearlman Trust No. II recorded September 13, 1991 as Entry No. 043221 in Book 321 at page 369 to 370 of Official Records; thence North 01°03'32" East 4.51 feet to the Northeast corner of the said Pearlman property; thence South 89°59'34" East 437.30 feet along the North line of said Pearlman property to the extended line of First East Street; thence North 0°30'17" East 1486.31 feet along the future center line of said First East Street to the point of beginning.

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|---------------------|---------------------|
| 13 - 073 - 0 - 0003 | 15 - 038 - 0 - 0001 |
| 13 - 073 - 0 - 0004 | 15 - 038 - 0 - 0004 |
| 13 - 073 - 0 - 0007 | 15 - 022 - 0 - 0501 |
| 13 - 098 - 0 - 0001 | 15 - 022 - 0 - 0502 |
| 13 - 098 - 0 - 0002 | |

EXHIBIT B

LEGAL DESCRIPTION OF RETAINED PROPERTY

Real property located in Tooele County, Utah, more particularly described as follows:

Beginning at a point 33 feet South 00°15'56" East (dead South) from the Northeast corner of Section 21, Township 3 South, Range 4 West, Salt Lake Base and Meridian, to a point on the southerly line of a County Road; thence South 89°43'06" West 555.29 feet, along the South line of said County Road, thence South 0°30'17" West 1486.31 feet, thence North 89°59'34" West 29.56 feet, thence South 01°03'00" West 244.57 feet, thence South 88°57'00" East 63.69 feet, thence North 0°47'04" East 76.05 feet, thence South 89°12'56" East 545.47 feet to the East line of said Section 21, thence North 0°15'56" West 1666.12 feet to the point of beginning. Contains 21.8246 acres.

18-099-0-0001
18-099-0-0002
18-099-0-0003
18-099-0-0004

EXHIBIT C

LEGAL DESCRIPTION OF TLP PROPERTY

The following real property located in Tooele County, Utah:

All of Lot 2, TOOELE TOWN CENTER, according to the official plat thereof, filed in the office of the Tooele County Recorder in Plat Book 13 at page 73.

13 - 073 - 0 - 0062

