

WHEN RECORDED MAIL TO:

Barack Ferrazzano Kirschbaum & Nagelberg LLP
200 West Madison Street, Suite 3900
Chicago, Illinois 60606
ATTN: Brett Feinberg

File No.: 141156-LMF

13648210
4/29/2021 3:37:00 PM \$40.00
Book - 11166 Pg - 905-910
RASHELLE HOBBS
Recorder, Salt Lake County, UT
COTTONWOOD TITLE
BY: eCASH, DEPUTY - EF 6 P.

MEMORANDUM OF RIGHT OF FIRST REFUSAL TO PURCHASE

In Reference to Tax ID Number(s):

14-23-301-002

RECORDING REQUEST BY
AND WHEN RECORDED MAIL TO:

Barack Ferrazzano Kirschbaum & Nagelberg LLP
200 West Madison Street, Suite 3900
Chicago, Illinois 60606
Attn: Brett Feinberg

(Above Space for Recorder's Use Only)

MEMORANDUM OF RIGHT OF FIRST REFUSAL TO PURCHASE

THIS MEMORANDUM OF RIGHT OF FIRST REFUSAL TO PURCHASE (this "**Memorandum**") is made and entered into effective as of April 29, 2021 (the "**Effective Date**"), by and between WVC Industrial LLC, a Delaware limited liability company ("**WVC**"), and Aligned Data Centers (WVC) PropCo, LLC, a Delaware limited liability company ("**Aligned**"), with reference to the following facts:

A. WVC and Aligned (as successor-in-interest to Aligned Energy Data Centers (SLC) PropCo, LLC) are parties to that certain Agreement of Purchase and Sale dated March 15, 2021 (as amended, the "**Agreement**"), with respect to that certain property legally described on Exhibit A attached hereto and commonly known as 6368 West Beagley Road, West Valley City, Utah (the "**Property**").

B. Pursuant to the terms of Section 10.9 of the Agreement, for a period of twenty-four (24) months after the Effective Date, Aligned has provided WVC with a so-called "Right of First Refusal" to purchase the Property on and subject to the terms and conditions set forth in Section 10.9 of the Agreement.

C. WVC and Aligned desire to execute this Memorandum and cause the same to be recorded in the Official Records of Salt Lake County for the purposes of memorializing the ROFR and providing third parties with notice of the ROFR.

FOR VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, the parties hereby declare and agree as follows:

The recitals to this Memorandum are hereby incorporated herein and made a part hereof by this reference.

The sole purpose of this Memorandum is to give notice of the ROFR to third parties.

This Memorandum may be executed in counterparts, each of which shall be deemed an original, but all of which together, shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Memorandum as of the day and year first written above.

WVC:

WVC INDUSTRIAL LLC,
a Delaware limited liability company

By: Hines WVC Industrial Investor LLC,
a Delaware limited liability company,
its managing member

By: Hines WVC Industrial Associates LP,
a Texas limited partnership,
its sole member

By: Hines Investment Management Holdings Limited
Partnership, a Texas limited partnership,
its general partner

By: _____ ^{SRM}

Name: Dustin Harris

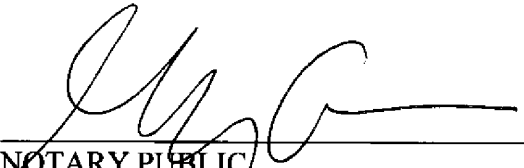
Title: Senior Managing Director

STATE OF Utah)
) ss:
COUNTY OF Salt Lake)

On April 13, 2021, before me Morgan Carmen, a Notary Public, personally appeared Dustin Harris, the Senior Managing Director of Hines Investment Management Holdings Limited Partnership, a Texas limited partnership and the general partner of Hines WVC Industrial Associates LP, a Texas limited partnership and the sole member of Hines WVC Industrial Investor LLC, a Delaware limited liability company and the managing member of WVC Industrial LLC, a Delaware limited liability company, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument he/she executed the instrument.

WITNESS my hand and official seal

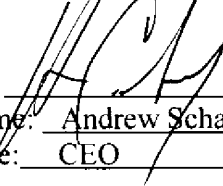




NOTARY PUBLIC

ALIGNED:

ALIGNED DATA CENTERS (WVC) PROPCO, LLC,
a Delaware limited liability company

By: 
Name: Andrew Schaap
Title: CEO

STATE OF TEXAS)
)ss:
COUNTY OF COLLIN)

On April 27, 2021, before me Elizabeth Heilman a Notary Public, personally appeared Andrew Schaap, the Chief Executive Officer of Aligned Data Centers (WVC) PropCo, LLC, a Delaware limited liability company, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he/she executed the same in his/her authorized capacity, and that by his/her signature on the instrument he/she executed the instrument.

WITNESS my hand and official seal



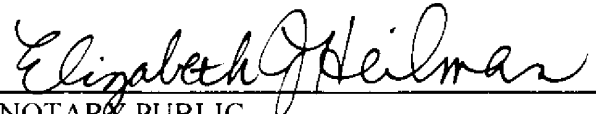

NOTARY PUBLIC

EXHIBIT A

Legal Description of Property

Lot 1, 201 MOUNTAIN VIEW PARK, according to the official plat thereof as recorded in the office of the Salt Lake County Recorder on June 6, 2019 as Entry No.13004113 in Book 2019P at Page 178.