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Gary W. Ott
Recorder, Salt Lake County, UT
FIRST AMERICAN TITLE UT CO
BY: eCASH, DEPUTY - EF 9 P.

Prepared By:

Klehr Harrison Harvey Branzburg & Ellers LLP
260 South Broad Street - 4th Floor
Philadelphia, PA 19102
Attn: Matthew H. Werthman, Esquire

After Recording Return To:

First American Title Insurance Company
National Commercial Services
Two Penn Center Plaza, Suite 1910
Philadelphia, Pennsylvania 19102
Attn: Adam B. Cutler, Esq.

ASSIGNMENT AND ASSUMPTION OF OPERATING AGREEMENTS

THIS ASSIGNMENT AND ASSUMPTION OF OPERATING AGREEMENTS (this "Assignment"), is made as of this 29th day of January 2007, by and between RETAINED R/E SPE, LLC, a Delaware limited liability company ("Assignor"), and SOVEREIGN SK LLC, a Delaware limited liability company ("Assignee").

WHEREAS, Assignor owned certain real property located in the City of Sandy City, County of Salt Lake, State of Utah, and more particularly described in Exhibit A attached hereto (the "Real Property");

WHEREAS, Assignor's interest in the Real Property has been transferred to Assignee pursuant to that certain Special Warranty Deed of even date herewith; and

WHEREAS, Assignor is also assigning to Assignee, all assignable reciprocal easement or operating agreements affecting the Real Property and running in favor of Assignor or the Real Property, and Assignee has agreed to assume the obligations under said reciprocal easement or operating agreements arising from and after the date hereof.

NOW, THEREFORE, in consideration of the foregoing premises, the promises and covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties do hereby agree as follows:

I. ASSIGNMENT AND ASSUMPTION OF OPERATING AGREEMENTS

1.1 Assignment and Assumption. Assignor hereby quitclaims and assigns to Assignee all of Assignor's rights, if any (and only to the extent assignable), under the reciprocal easement or operating agreements set forth on Exhibit A hereto (the "Operating Agreements"). Assignee, for the benefit of the other parties to the Operating Agreements, hereby assumes, agrees to be bound by and agrees to perform, all of the obligations of Assignor under the Operating Agreements arising from and after the date hereof. Assignor hereby makes no representations or warranties of any kind or nature whatsoever with respect to the Operating Agreements, whether express or implied, any and all such representations and warranties being expressly disclaimed.

NCS-262136a

II. BINDING ON SUCCESSORS AND ASSIGNS

2.1 Assignor. All the covenants and agreements of Assignor herein contained shall apply to and bind Assignor and Assignor's executors, agents, administrators, representatives, heirs, invitees, successors and assigns.

2.2 Assignee. All the covenants and agreements of Assignee herein contained shall apply to and bind Assignee and Assignee's executors, agents, administrators, personal representatives, heirs, invitees, successors and assigns.

2.3 Use of Term. The term "Assignee" as used in this Assignment shall mean and include Assignee's successors and assigns.

III. MISCELLANEOUS

3.1 Counterparts. This Assignment may be executed in one (1) or more counterparts, all of which together shall constitute a single agreement and each of which shall be an original for all purposes.

3.2 Governing Law. This Assignment shall be governed by, interpreted under and construed and enforced in accordance with the laws of the State in which the Real Property is located.

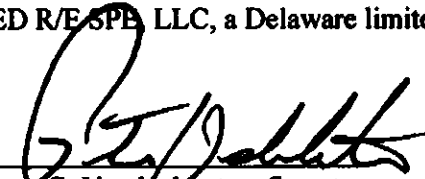
[Signature Page Follows]

IN WITNESS WHEREOF, this Assignment has been executed by Assignee and Assignor as of the date first above written.

ASSIGNOR:

RETAINED R/E SPE LLC, a Delaware limited liability company

By:


Peter G. Vandenhouten, Secretary

ASSIGNEE:

SOVEREIGN SK LLC, a Delaware limited liability company

By: Sovereign Investment Company, a California corporation, its sole member and manager

By: _____
Name:
Title:

IN WITNESS WHEREOF, this Assignment has been executed by Assignee and Assignor as of the date first above written.

ASSIGNOR:

RETAINED R/E SPE, LLC, a Delaware limited liability company

By: _____
Peter G. Vandenhouten, Secretary

ASSIGNEE:

SOVEREIGN SK LLC, a Delaware limited liability company

By: Sovereign Investment Company, a California corporation, its sole member and manager.

By: _____
Name: Donald Williams
Title: Asst. Secretary

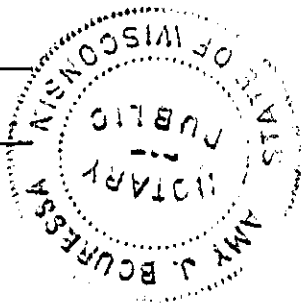
By: _____
Name: Robert Bicker
Title: VP

STATE OF Wisconsin)
 : ss.
COUNTY OF Brown)

On this 25 day of January 2007, before me, Amy J. Boursa a notary public in and for said State, personally appeared Peter G. Vandenhouten, known or identified to me to be the Secretary of Retained R/E SPE, LLC, the limited liability company that executed the instrument or the person who executed the instrument on behalf of said limited liability, and acknowledged to me that such limited liability company executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Amy J. Boursa
Notary Public
My Commission Expires: 2/10/08



STATE OF _____)
 : ss.
COUNTY OF _____)

On this _____ day of January 2007, before me, _____, a notary public in and for said State, personally appeared _____, known or identified to me to be the _____ of Sovereign Investment Company, a California corporation, the sole member and manager of SOVEREIGN SK LLC, the limited liability company that executed the instrument or the person who executed the instrument on behalf of said limited liability, and acknowledged to me that such limited liability company executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public
My Commission Expires: _____

STATE OF _____)
 : ss.
COUNTY OF _____)

On this _____ day of January 2007, before me, _____, a notary public in and for said State, personally appeared Peter G. Vandenhouten, known or identified to me to be the Secretary of Retained R/E SPE, LLC, the limited liability company that executed the instrument or the person who executed the instrument on behalf of said limited liability, and acknowledged to me that such limited liability company executed the same.

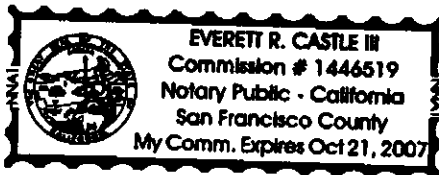
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public
My Commission Expires: _____

STATE OF California)
 : ss.
COUNTY OF San Francisco)

On this 26th day of January 2007, before me, Everett R. Castle III a notary public in and for said State, personally appeared Daniel Williams, known or identified to me to be the Assistant Secretary of Sovereign Investment Company, a California corporation, the sole member and manager of SOVEREIGN SK LLC, the limited liability company that executed the instrument or the person who executed the instrument on behalf of said limited liability, and acknowledged to me that such limited liability company executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Everett R. Castle III
Notary Public
My Commission Expires: Oct. 21, 2007

STATE OF _____)
: ss.
COUNTY OF _____)

On this _____ day of January 2007, before me, _____, a notary public in and for said State, personally appeared Peter G. Vandenhouten, known or identified to me to be the Secretary of Retained R/E SPE, LLC, the limited liability company that executed the instrument or the person who executed the instrument on behalf of said limited liability, and acknowledged to me that such limited liability company executed the same.

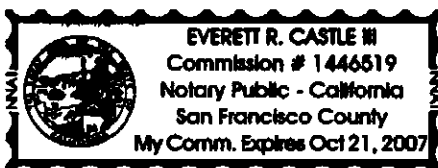
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Notary Public
My Commission Expires: _____

STATE OF California
: ss.
COUNTY OF San Francisco

On this 20th day of January 2007, before me, Everett R. Castle III, a notary public in and for said State, personally appeared Robert Bickel, known or identified to me to be the Vice President of Sovereign Investment Company, a California corporation, the sole member and manager of SOVEREIGN SK LLC, the limited liability company that executed the instrument or the person who executed the instrument on behalf of said limited liability, and acknowledged to me that such limited liability company executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.



Everett R. Castle III
Notary Public
My Commission Expires: Oct. 21, 2007

Exhibit A

Legal Description

PARCEL 1:

A PART OF THE SOUTHWEST QUARTER OF SECTION 3, TOWNSHIP 3 SOUTH, RANGE 1 EAST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY:

BEGINNING AT A POINT 920.40 FEET NORTH 89°56' EAST ALONG THE SECTION LINE, AND 53.00 FEET NORTH 00°04' WEST FROM THE SOUTHWEST CORNER OF SAID SECTION 3; RUNNING THENCE NORTH 0°04' WEST 664.24 FEET; THENCE NORTH 89°56' EAST 682.85 FEET, MORE OR LESS, TO THE WEST LINE OF SAGE CREST SUBDIVISION NO. 1 AND NO. 2; THENCE SOUTH 0°21'28" WEST 534.27 FEET ALONG THE WEST LINE OF SAGE CREST SUBDIVISION NO. 1 AND NO. 2; THENCE SOUTH 89°56' WEST 150.00 FEET; THENCE SOUTH 0°21'28" WEST 130.00 FEET, MORE OR LESS, TO THE NORTH LINE OF SAID 9400 SOUTH STREET; THENCE SOUTH 89°56' WEST 527.93 FEET, MORE OR LESS, ALONG SAID NORTH LINE TO THE POINT OF BEGINNING.

LESS AND EXCEPTING THEREFROM THE FOLLOWING TWO (2) TRACTS:

TRACT 1:

A PART OF THE SOUTHWEST QUARTER OF SECTION 3, TOWNSHIP 3 SOUTH, RANGE 1 EAST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY:

BEGINNING AT A POINT 920.40 FEET NORTH 89°56' EAST ALONG THE SECTION LINE AND 445.00 FEET NORTH 0°04' WEST FROM THE SOUTHWEST CORNER OF SECTION 3, TOWNSHIP 3 SOUTH, RANGE 1 EAST, SALT LAKE BASE AND MERIDIAN; RUNNING THENCE NORTH 0°04' WEST 138.00 FEET; THENCE NORTH 89°56' EAST 73.03 FEET; THENCE SOUTH 0°04' EAST 37.00 FEET; THENCE NORTH 89°56' EAST 72.00 FEET; THENCE SOUTH 0°04' EAST 23.00 FEET; THENCE NORTH 89°56' EAST 43.90 FEET TO THE WEST EDGE OF THE WEST WALL OF THE EXISTING SHOPKO STORE; THENCE SOUTH 0°06'38" EAST 128.00 FEET ALONG SAID WEST WALL; THENCE SOUTH 89°56' WEST 92.00 FEET; THENCE NORTH 0°04' WEST 28.00 FEET; THENCE SOUTH 89°56' WEST 62.00 FEET; THENCE NORTH 0°04' WEST 22.00 FEET; THENCE SOUTH 89°56' WEST 35.03 FEET TO THE POINT OF BEGINNING.

TRACT 2:

A PARCEL CONVEYED TO SANDY CITY BY THAT CERTAIN QUIT CLAIM DEED RECORDED NOVEMBER 23, 1987 AS ENTRY NO. 4543732 IN BOOK 5982 AT PAGE 764 OF OFFICIAL RECORDS, DESCRIBED AS FOLLOWS:

A PART OF THE SOUTHWEST QUARTER OF SECTION 3, TOWNSHIP 3 SOUTH,
RANGE 1 EAST, SALT LAKE BASE AND MERIDIAN, U.S. SURVEY:

COMMENCING AT THE SOUTHWEST CORNER OF SAID SECTION 3; THENCE NORTH
89°56' EAST 1448.33 FEET ALONG THE SOUTH LINE AT SAID SECTION 3; THENCE
NORTH 0°04' WEST 53.00 FEET TO THE NORTH RIGHT OF WAY LINE OF 9400 SOUTH
STREET; THENCE NORTH 0°21'28" EAST 130.00 FEET TO THE POINT OF BEGINNING;
THENCE CONTINUING NORTH 0°21'28" EAST 40.00 FEET; THENCE NORTH 89°56'
EAST 150.00 FEET TO THE WEST LINE OF SAGE CREST SUBDIVISION NO. 1; THENCE
SOUTH 0°21'28" WEST 40.00 FEET ALONG THE WEST
LINE OF SAGE CREST SUBDIVISION NO. 1; THENCE SOUTH 89°56' WEST 150.00 FEET
TO THE POINT OF BEGINNING.

PARCEL 2:

TOGETHER WITH THE APPURTENANT RIGHTS AS CREATED BY AMENDED GRANT
OF EASEMENTS AND COVENANTS AND RESTRICTIONS RECORDED AUGUST 27,
1987 AS ENTRY NO. 4514192 IN BOOK 5955 AT PAGE 2890 AND ITS AMENDMENT
RECORDED JANUARY 27, 1989 AS ENTRY NO. 4729982 IN BOOK 6100 AT PAGE 292
OF OFFICIAL RECORDS.

PARCEL 3:

TOGETHER WITH THE APPURTENANT RIGHTS AS CREATED BY CROSS-EASEMENT
AGREEMENT RECORDED SEPTEMBER 09, 1987 AS ENTRY NO. 4519990 IN BOOK
5959 AT PAGE 2093 OF OFFICIAL RECORDS.

TAX I.D.: 28-03-351-031-0000

[END]