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Fee: \$42.00 Check
Filed By: IH
LOUISE C JONES, Recorder
SAN JUAN COUNTY CORPORATION
For: BARTLETT TITLE INSURANCE AGENCY INC

BARTLETT TITLE INSURANCE AGENCY
1993 N STATE
PROVO UT 84604

WHEN RECORDED RETURN TO:
Mountain West Small Business Finance
2595 East 3300 South
Salt Lake City, Utah 84109

**Real Estate Lease
Subordination Agreement and Assignment of Rents**

This Subordination Agreement is entered into by:

DESERT ROSE INN L.L.C.

("Lessee") for the benefit of Mountain West Small Business Finance ("MWSBF") and its successor in interest, the Small Business Administration ("SBA").

RECITALS

A. Lessee has heretofore leased from:

DESERT ROSE INN L.L.C. REVOCABLE TRUST U/A/D 1/13/14

("Lessor") by lease dated January 23, 2014 for a term of twenty years (the "Lease") certain real and personal property described in SBA Loan Authorization, SBA 504 No.: 65958950-06 (the "Leased Premises") known as:

701 West Main Street, Bluff, UT 84512

located in the County of San Juan, State of Utah and described as follows:

See Exhibit "A" which is attached hereto and incorporated herein by this reference.

B. MWSBF and the SBA have authorized the making of an SBA 504 Loan, Loan No. 65958950-06, to Lessor in the amount of \$ 1,430,000.00 due and payable on or before a time to be determined by the U.S. Secretary of the Treasury (the "Loan").

C. The Loan is for the benefit of both Lessee and Lessor, in that the funds are to be used for the benefit of the business conducted on the Leased Premises purchased and/or renovated by Loan proceeds.

D. A condition of the Loan is that the Lease be subordinated to the lien of a trust deed executed by Lessor and recorded as a lien superior to the Lease.

AGREEMENT

NOW, THEREFORE, in consideration of disbursement of the Loan or any part thereof, and for other good and valuable consideration the receipt and legal sufficiency of which are hereby acknowledged, Lessee covenants and agrees as follows:

1. No Default. Lessee is not now in default in the performance of the Lease; and Lessee will perform the covenants and conditions required of is by the Lease for the term of the Loan and any extensions or renewals of it.

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2. Subordination of Lease. All rights under the Lease together with any and all right, interest, estate, title, lien, or charge against or respecting the Leased Premises (or any portion thereof) by virtue of the Lease, shall be and the same are hereby made subject, subordinate, inferior, and junior to the lien and title of MWSBF and the SBA represented by the SBA Note in the amount of \$ 1,430,000.00 and security instruments related to the Loan, including without limitation the Promissory Note, Deed of Trust, Security Agreement and UCC Financing Statements (filed with the Uniform Commercial Code Division for the State of Utah and as fixture filings in San Juan County, Utah) (the "Loan Documents") and to all rights, powers, title, and authority of MWSBF and the SBA under or in any way related to or arising out of the Loan Documents and to all sums heretofore or hereafter advanced on the security of the Loan Documents or any of them, including all sums advanced or costs incurred as fees, expenses, disbursements, or charges in connection with the Loan Documents or the Loan. The Lease Rights, together with any and all right, interest, estate, title, lien, or charge against or respecting the Leased Premises (or any portion thereof) by virtue of the Lease, are hereby subordinated to the Loan Documents the same and as fully as if the Loan Documents had been executed, delivered and, where appropriate, filed, prior to execution, delivery and filing of the Lease.

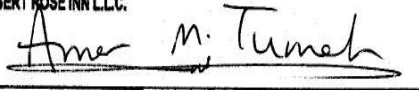
3. Assignment of Rents. The undersigned Lessee, for and in consideration of the moneys lent pursuant to the aforesaid note and other valuable consideration, receipt of which is hereby acknowledged, assign, transfer, and set over to CDC/SBA all sub-leases, including rents, profits, and income derived from the real estate and the building and improvements thereon, the full and complete right in SBA, in case of default in the payment of the indebtedness or any part thereof or failure to comply with any of the terms or conditions of the Note, Deed of Trust and Loan Agreements, as its assignee, to demand, collect, receive, and receipt for such rents, income and profits, to take possession of the premises and all leaseholds without having a receiver appointed therefore, to rent and manage the same from time to time and apply the net proceeds of the rents, income, and profits from the property on the indebtedness until all delinquencies, advances, and the indebtedness are paid in full by the application of the rents, or until title, is obtained through foreclosure otherwise.

4. This Agreement shall be binding upon and inure to the benefit of the personal representatives, successors and assigns of the parties hereto.

DATED November 27, 2014

LESSEE:

DESERT ROSE INN L.L.C.



By: Amer M. Tumeh, Manager

LEASE SUBORDINATION NOTARY PAGE

STATE OF Utah)
)
) ss.
)
COUNTY OF San Juan)

The foregoing instrument was acknowledged before me this NOV. 28, 2014

by Amer M. Tumeh, Manager

DESERT ROSE INN L.L.C.
Leslie Haven
Notary Public

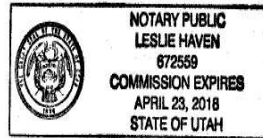


Exhibit "A"

Property Description

The land referred to is located in San Juan County, State of Utah, and is described as follows:

PARCEL 1:

ALL OF BLOCK 18, COTTONWOOD ADDITION, BLUFF, UTAH. INCLUDING: THE ALLEY WAY 20 FOOT WIDE RUNNING EAST AND WEST THROUGH THE MIDDLE OF BLOCK 18.

ALSO: A PORTION OF THE 20 FOOT WIDE ALLEY LOCATED WEST OF LOT 12 AND LOT 13, BLOCK 18, COTTONWOOD ADDITION, MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT 63.64 FEET NORTH OF THE SOUTHWEST CORNER OF LOT 12, BLOCK 18, COTTONWOOD ADDITION, AND RUNNING THENCE SOUTH 183.64 FEET TO THE SOUTHWEST CORNER OF LOT 13, BLOCK 18, THENCE WEST 20 FEET; THENCE NORTH 175.64 FEET; THENCE NORTHEASTERLY TO THE POINT OF BEGINNING.

ALSO: BEGINNING AT THE SOUTHWEST CORNER OF BLOCK 18, COTTONWOOD ADDITION, RUNNING THENCE NORTH 85°40'24" EAST 120 FEET TO THE SOUTHEAST CORNER OF LOT 14, BLOCK 18; THENCE SOUTH 4°19'36" EAST 60 FEET; THENCE SOUTH 85°40'24" WEST 140 FEET; THENCE NORTH 4°19'36" WEST 60 FEET; THENCE NORTH 85°40'24" EAST 20 FEET TO THE POINT OF BEGINNING.

LESS AND EXCEPTING A PARCEL OF LAND IN FEE FOR A HIGHWAY KNOWN AS PROJECT NO. 050-1, AS DESCRIBED IN THAT CERTAIN WARRANTY DEED DATED APRIL 19, 1979, AND RECORDED AS ENTRY NUMBER IF-02421.

PARCEL NUMBER: C0029018001A

PARCEL 2:

BLOCK 28, LOTS 5 AND 6, IN COTTONWOOD ADDITION, BLUFF, UTAH.

ALSO: A PORTION OF THE 20 FOOT WIDE ALLEY LOCATED WEST OF LOT 6, BLOCK 28, COTTONWOOD ADDITION, MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGINNING AT THE SOUTHWEST CORNER OF LOT 6, BLOCK 28, COTTONWOOD ADDITION, AND RUNNING THENCE NORTH 100 FEET; THENCE WEST 20 FEET; THENCE SOUTH 100 FEET; THENCE EAST 20 FEET TO THE POINT OF BEGINNING.

PARCEL NUMBER: C00290280050

PARCEL 3:

BEGINNING AT A POINT LOCATED SOUTH 86°02'45" EAST 4030.0 FEET AND SOUTH 4°19'36" EAST 20 FEET FROM THE WEST QUARTER CORNER OF SECTION 26, TOWNSHIP 40 SOUTH, RANGE 21 EAST, SALT LAKE BASE AND MERIDIAN. POINT OF BEGINNING ALSO LOCATED SOUTH 4°19'36" EAST 20 FEET FROM THE SOUTHEAST CORNER OF BLOCK 28 OF THE COTTONWOOD ADDITION AS IT IS LOCATED ON THE GROUND. RUNNING THENCE NORTH 85°40'24" EAST 40 FEET; THENCE SOUTH 4°19'36" EAST 75 FEET; THENCE SOUTH 85°40'24" WEST 340 FEET; THENCE NORTH 4°19'36" WEST 20 FEET; THENCE NORTH 85°40'24" EAST 300 FEET; THENCE NORTH 4°19'26" WEST 55 FEET TO THE POINT OF BEGINNING. BEARINGS BASED UPON THE WEST LINE OF THE NORTHWEST QUARTER OF SECTION 26 BEING NORTH 0°01' WEST, CONVEYING AND RESERVING A PERMANENT, NON-EXCLUSIVE RIGHT-OF-WAY FOR INGRESS AND EGRESS AND A PERMANENT, NON-EXCLUSIVE UTILITY EASEMENT FOR PURPOSES OF CONSTRUCTING, INSTALLING, LAYING, USING, OPERATING, INSPECTING, MAINTAINING, REPLACING AND REMOVING UTILITIES AND ASSOCIATED INFRASTRUCTURE OVER AND UPON SAID PARCEL DESCRIBED IN THAT CERTAIN QUIT CLAIM DEED DATED MARCH 21, 2013, AND RECORDED AS ENTRY NO. 118293.

PARCEL NUMBER: C40210267802

PARCEL 4:

BEGINNING AT A POINT LOCATED SOUTH 86°02'45" EAST 4030.0 FEET AND SOUTH 4°19'36" EAST 20 FEET FROM THE WEST QUARTER CORNER OF SECTION 26, TOWNSHIP 40 SOUTH, RANGE 21 EAST, SALT LAKE BASE AND MERIDIAN; POINT OF BEGINNING ALSO LOCATED SOUTH 4°13'35" EAST 20 FEET FROM THE SOUTHEAST CORNER OF BLOCK 28, COTTONWOOD ADDITION AS IT IS LOCATED ON THE GROUND. RUNNING THENCE NORTH 85°40'24" EAST 80.0 FEET; THENCE SOUTH 4°19'36" EAST 95.0 FEET; THENCE SOUTH 85°40'24" WEST 410.0 FEET, THENCE NORTH 4°19'36" WEST 95.0 FEET; THENCE NORTH 85°40'24" EAST 330.0 FEET TO THE POINT OF BEGINNING. BEARINGS BASED ON THE WEST LINE OF THE NORTHWEST QUARTER SECTION 26 BEING NORTH 0°01' WEST.

LESS: BEGINNING AT A POINT LOCATED SOUTH 86°02'45" EAST 4030.0 FEET AND SOUTH 4°19'36" EAST 20.0 FEET FROM THE WEST QUARTER CORNER OF SECTION 26, TOWNSHIP 40 SOUTH, RANGE 21 EAST, SALT LAKE BASE AND MERIDIAN. POINT OF BEGINNING ALSO LOCATED SOUTH 4°19'36" EAST 20.0 FEET FROM THE SOUTHEAST CORNER OF BLOCK 28, COTTONWOOD ADDITION AS IT IS LOCATED ON THE GROUND, RUNNING THENCE NORTH 85°40'24" EAST 40.0 FEET; THENCE SOUTH 4°19'36" EAST 75.0 FEET; THENCE SOUTH 85°40'24" WEST 340.0 FEET; THENCE NORTH 4°19'36" WEST 75.0 FEET; THENCE NORTH 85°40'24" EAST 300.0 FEET TO THE POINT OF BEGINNING. BEARING BASED ON THE WEST LINE OF THE NORTHWEST QUARTER SECTION 26 BEING NORTH 0°01' WEST.

PARCEL NUMBER: C40210267803

PARCEL 5:

BEGINNING AT THE NORTHWEST CORNER OF LOT 8, BLOCK 28, COTTONWOOD ADDITION, BLUFF, UTAH, SAID POINT ALSO LOCATED SOUTH 86°54'17" EAST 3719.1 FEET FROM THE WEST QUARTER CORNER OF SECTION 26, TOWNSHIP 40 SOUTH, RANGE 21 EAST, SALT LAKE BASE AND MERIDIAN, RUNNING THENCE NORTH 85°40'24" EAST 150 FEET, THENCE SOUTH 4°19'36" EAST 175 FEET; THENCE SOUTH 85°40'24" WEST 150 FEET; THENCE NORTH 4°19'36" WEST 175 FEET TO THE POINT OF BEGINNING.

PARCEL NUMBER: C00290280080

PARCEL 6:
BEGINNING AT A POINT LOCATED SOUTH 86°44'31" EAST 3639.83 FEET FROM THE WEST QUARTER CORNER, SECTION 26, TOWNSHIP 40 SOUTH, RANGE 21 EAST, SALT LAKE BASE AND MERIDIAN, SAID POINT ALSO LOCATED SOUTH 85°40'24" WEST 20 FEET FROM THE NORTHWEST CORNER OF LOT 7, BLOCK 28, OF THE COTTONWOOD ADDITION AS IT IS LOCATED ON THE GROUND, RUNNING THENCE SOUTH 85°40' WEST 97.6 FEET; THENCE NORTH 25°37' WEST 336.8 FEET; THENCE NORTH 75°43' EAST 223.3 FEET; THENCE SOUTH 04°19'36" EAST 352.4 FEET TO THE POINT OF BEGINNING.

PARCEL NUMBER: C40210267806

PARCEL 7:
BEGINNING AT A POINT LOCATED SOUTH 242.85 FEET AND EAST 3423.27 FEET FROM THE WEST QUARTER CORNER OF SECTION 26, TOWNSHIP 40 SOUTH, RANGE 21 EAST, SALT LAKE BASE AND MERIDIAN, RUNNING THENCE 60°59' EAST 182.6 FEET; THENCE SOUTH 48°21' EAST 76.0 FEET; THENCE NORTH 85°40'24" EAST 57.0 FEET; THENCE SOUTH 4°19'36" EAST 40.0 FEET; THENCE SOUTH 85°40'24" WEST 25.0 FEET; THENCE SOUTH 4°19'36" EAST 160.0 FEET; THENCE SOUTH 85°40'24" WEST 88.6 FEET; THENCE NORTH 27°03' WEST 384.8 FEET TO THE POINT OF BEGINNING.

PARCEL NUMBER: C40210267807

PARCEL 8:
BEGINNING AT A POINT LOCATED SOUTH 408.42 FEET AND EAST 3819.67 FEET FROM THE WEST QUARTER CORNER OF SECTION 26, TOWNSHIP 40 SOUTH, RANGE 21 EAST, SALT LAKE BASE AND MERIDIAN. RUNNING THENCE NORTH 85°40'24" EAST 145 FEET; THENCE SOUTH 4°19'36" EAST 160 FEET; THENCE SOUTH 85°40'24" WEST 145 FEET; THENCE NORTH 4°19'36" WEST 160 FEET TO THE POINT OF BEGINNING.

PARCEL NUMBER: C40210267809

PARCEL 9:
BEGINNING AT A POINT LOCATED SOUTH 397.48 FEET AND EAST 3964.25 FEET FROM THE WEST QUARTER CORNER OF SECTION 26, TOWNSHIP 40 SOUTH, RANGE 21 EAST, SALT LAKE BASE AND MERIDIAN. RUNNING THENCE NORTH 85°40'24" EAST 145 FEET; THENCE SOUTH 4°19'36" EAST 160 FEET; THENCE SOUTH 85°40'24" WEST 145 FEET; THENCE NORTH 4°19'36" WEST 160 FEET TO THE POINT OF BEGINNING.

PARCEL NUMBER: C40210267810

PARCEL 10:
BEGINNING AT A POINT LOCATED SOUTH 86°44'31" EAST 3639.83 FEET FROM THE WEST QUARTER CORNER OF SECTION 26, TOWNSHIP 40 SOUTH, RANGE 21 EAST, SALT LAKE BASE AND MERIDIAN, SAID POINT ALSO LOCATED SOUTH 85°40'24" WEST 20.0 FEET FROM THE NORTHWEST CORNER OF LOT 7, BLOCK 28 OF THE COTTONWOOD ADDITION AS IT IS LOCATED ON THE GROUND, RUNNING THENCE SOUTH 04°19'36" EAST 120.0 FEET; THENCE SOUTH 85°40' WEST 50.9 FEET; THENCE NORTH 25°37' WEST 128.8 FEET; THENCE NORTH 85°40' EAST 97.6 FEET TO THE POINT OF BEGINNING.

PARCEL NUMBER: C40210267811

PARCEL 11:
BEGINNING AT THE NORTHWEST CORNER OF LOT 8, BLOCK 28, COTTONWOOD
ADDITION, BLUFF, UTAH, SAID POINT ALSO LOCATED SOUTH 86°54'17" EAST 3719.1
FEET FROM THE WEST QUARTER CORNER OF SECTION 26, TOWNSHIP 40 SOUTH,
RANGE 21 EAST, SALT LAKE BASE AND MERIDIAN, RUNNING THENCE NORTH
85°40'24" EAST 150 FEET, THENCE SOUTH 4°19'36" EAST 175 FEET; THENCE SOUTH
85°40'24" WEST 150 FEET; THENCE NORTH 4°19'36" WEST 175 FEET TO THE POINT
OF BEGINNING.

PARCEL NUMBER: C40210267805

PARCEL 12:
BLOCK 28, LOT 7, IN THE COTTONWOOD ADDITION, BLUFF, UTAH.

PARCEL NUMBER: C00290280070

PARCEL 13:
A PORTION OF THE 20 FOOT WIDE ALLEY LOCATED SOUTH AND WEST OF LOT 7,
BLOCK 28, COTTONWOOD ADDITION, MORE PARTICULARLY DESCRIBED AS
FOLLOWS; BEGINNING AT THE SOUTHEAST CORNER OF LOT 7, BLOCK 28,
COTTONWOOD ADDITION, RUNNING THENCE SOUTH 4°19'36" EAST 20 FEET;
THENCE SOUTH 85°40'24" WEST 80 FEET; THENCE NORTH 4°19'36" WEST 120 FEET;
THENCE NORTH 85°40'24" EAST 20 FEET; THENCE SOUTH 4°19'36" EAST 100 FEET;
THENCE NORTH 85°40'24" EAST 60 FEET TO THE POINT OF BEGINNING.

PARCEL NUMBER: C0029028000A

PARCEL 14:
TOWNSHIP 40 SOUTH, RANGE 21 EAST, SALT LAKE BASE AND MERIDIAN: SECTION
26: BEGINNING AT THE SOUTHWEST CORNER OF LOT 6, BLOCK 28, COTTONWOOD
ADDITION, AND RUNNING THENCE NORTH 85°39'02" EAST 210 FEET; THENCE
SOUTH 04°20'58" EAST 20 FEET; THENCE SOUTH 85°39'02" WEST 230 FEET; THENCE
NORTH 04°20'58" WEST 20 FEET; THENCE NORTH 85°39'02" EAST 20 FEET TO THE
POINT OF BEGINNING.

PARCEL NUMBER: C00290280000