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 06/16/2003 02:51 PM 20.00
 Book - 8818 Pg - 5881-5886
GARY W. OTT
 RECORDER, SALT LAKE COUNTY, UTAH
 TITLE WEST
 BY: SHR, DEPUTY - WI 6 P.

WHEN RECORDED RETURN TO:

RAY, QUINNEY & NEBEKER
 36 South State Street, Suite 1400
 Salt Lake City, Utah 84111
 Attn: Michael W. Spence

DECLARATION OF ACCESS

THIS DECLARATION OF ACCESS is made and granted this 12 day of June, 2003, by **SFP-B Limited Partnership**, an Oregon limited partnership with an address at P.O. Box 667, Prineville, Oregon 97754 ("*SFP*"), to and in favor of **Garff-Warner Chrysler-Plymouth-Jeep, LLC**, a Utah limited liability company with an address at 76 West 800 South, Salt Lake City, Utah 84111 ("*GW*").

1. Ownership of Parcels. SFP is the owner of the real property described on Exhibit A attached hereto (the "*South Parcel*"). GW is the owner of the real property described on Exhibit B attached hereto (the "*North Parcel*").

2. Grant of Access Easement. SFP hereby grants to GW and its successors and assigns a perpetual, nonexclusive right of way easement over the South Parcel for ingress and egress of vehicular traffic to and from the North Parcel in connection with the use and operation of the North Parcel in accordance with applicable laws and zoning regulations, the location of such easement being as described on Exhibit C attached hereto, which location is depicted on the site map attached hereto as Exhibit D (the "*Access Easement*").

3. Easement to be Reciprocal. SFP and GW have agreed, pursuant to a Real Estate Purchase and Sale Agreement between them, dated March 25, 2003 (as amended from time to time the "*Purchase Agreement*"), that SFP will convey to GW the northernmost 16.54 feet of the South Parcel to GW upon satisfaction of the conditions required by the Purchase Agreement. In connection with the foregoing, SFP and GW agree that such conveyance shall be subject to a right of way easement in favor of SFP, which easement shall be of an equivalent nature and scope as the Access Easement and shall be in the same location as the Access Easement over the portion of the South Parcel conveyed to GW. Accordingly, GW hereby grants to SFP a perpetual, nonexclusive easement as described above, which easement shall spring into effect automatically upon conveyance by SFP to GW of any portion of the South Parcel covered by the Access Easement.

4. Covenants to Run with the Land. It is understood and agreed that the rights, easements and restrictions granted hereby shall be deemed to be covenants running with the land and shall be binding upon and inure to the benefit, respectively, of SFP, as owner of the South Parcel, and of GW, as owner of the North Parcel, and the successors and assigns of each of them.

IN WITNESS WHEREOF, the parties have caused this Access Easement to be executed by a duly authorized officer or agent as of the date first written above.

[signatures on following page]

GARFF-WARNER CHRYSLER-PLYMOUTH-JEEP, LLC

By: [Signature]
Bradley Eichers, Secretary
Dated: June __, 2003

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

The foregoing instrument was duly acknowledged before me as of this 12 day of June, 2003, by Bradley Eichers, the Secretary of Garff-Warner Chrysler-Plymouth-Jeep, LLC.



[Signature]
Notary Public

SFP-B LIMITED PARTNERSHIP

By: [Signature]
Richard B. Borgman, Vice President of
SSC-B, Inc., its General Partner

Dated: June 11, 2003

STATE OF OREGON)
 : ss.
COUNTY OF CROOK)

The foregoing instrument was duly acknowledged before me as of the 11 day of June, 2003, by Richard B. Borgman, Vice President of SSC-B, Inc., the General Partner of SFP-B LIMITED PARTNERSHIP.



[Signature]
Notary Public for Oregon

Exhibit A

PARCEL 1

ALL THAT LAND IN THE CITY OF MURRAY, COUNTY OF SALT LAKE, STATE OF UTAH, BEING PART OF THE NORTHWEST QUARTER OF SECTION 6, T.2S., R.1E., S.L.B.& M., US SURVEY; MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE EAST LINE OF STATE STREET, BEING 66 FEET MEASURED PERPENDICULAR FROM THE MONUMENTED CENTERLINE OF SAID STREET, SAID POINT BEING EAST 915.90 FEET, AND S 00°05'30"W 1887.29 FEET, FROM THE NORTHWEST CORNER OF SAID SECTION 6; THENCE N 90°00'00"E 399.40 FEET; THENCE S 00°31'11" E 360.76 FEET; THENCE S 89°51'00"W 253.35 FEET; THENCE S 00°05'30"W 75.06 FEET; THENCE S 89°51'00"W 149.91 FEET TO THE EAST LINE OF SAID STATE STREET; THENCE N 00°05'30"E ALONG SAID EAST LINE 436.85 FEET TO THE POINT OF BEGINNING.

CONTAINES 3.59 ACRES, MORE OR LESS.

Tax ID 22-06-153-019-4001, 22-06-153-019-4003

Exhibit B

PARCEL 2

ALL THAT LAND IN THE COUNTY OF SALT LAKE, STATE OF UTAH, BEING PART OF THE NORTHWEST QUARTER OF SECTION 6, T.2S., R.1E., S.L.B.& M., US SURVEY; MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE EAST LINE OF STATE STREET, BEING 66 FEET MEASURED PERPENDICULAR FROM THE MONUMENTED CENTERLINE OF SAID STREET, SAID POINT BEING EAST 915.90 FEET, AND S 00°05'30"W 1557.00 FEET, FROM THE NORTHWEST CORNER OF SAID SECTION 6; THENCE N 90°00'00"E 125.00 FEET; THENCE S 00°00'00"W 10.00 FEET; THENCE N 90°00'00"E 45.00 FEET; THENCE S 00°00'00"W 23.50 FEET; THENCE N 90°00'00"E 180.00 FEET; THENCE S 00°00'00"W 247.36 FEET; THENCE S 89°30'00"E 48.43 FEET; THENCE S 00°31'11"E 49.00 FEET; THENCE N 90°00'00"W 399.40 FEET TO THE EAST LINE OF SAID STATE STREET; THENCE N 00°05'30"E ALONG SAID EAST LINE 330.29 FEET TO THE POINT OF BEGINNING.

TOGETHER WITH ALL THAT LAND IN THE CITY OF MURRAY, COUNTY OF SALT LAKE, STATE OF UTAH, BEING PART OF THE NORTHWEST QUARTER OF SECTION 6, T.2S., R.1E., S.L.B.& M., US SURVEY; MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT 125.00 FEET EAST OF THE EAST LINE OF STATE STREET, SAID EAST LINE BEING 66 FEET MEASURED PERPENDICULAR FROM THE MONUMENTED CENTERLINE OF SAID STREET, SAID POINT OF BEGINNING BEING EAST 915.90 FEET, AND S 00°05'30"W 1557.00 FEET, AND N 90°00'00"E 125.00 FEET, FROM THE NORTHWEST CORNER OF SAID SECTION 6; THENCE N 90°00'00"E 45.00 FEET; THENCE S 00°00'00"W 10.00 FEET; THENCE N 90°00'00"W 45.00 FEET; THENCE N 00°00'00"W 10.00 FEET TO THE POINT OF BEGINNING.

CONTAINS 2.57 ACRES, MORE OR LESS.

EXHIBIT C

(Description of Access Easement)

ALL THAT LAND IN THE CITY OF MURRAY, COUNTY OF SALT LAKE, STATE OF UTAH, BEING PART OF THE NORTHWEST QUARTER OF SECTION 6, T.2S., R.1E., S.L.B.& M., US SURVEY; MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT A POINT ON THE EAST LINE OF STATE STREET BEING 66 FEET MEASURED PERPENDICULAR FROM THE MONUMENTED CENTERLINE OF SAID STREET, SAID POINT BEING EAST 915.90 FEET, AND S00°05'30"W 1887.29 FEET, FROM THE NORTHWEST CORNER OF SAID SECTION 6; THENCE S90°00'00"E 132.00 FEET; THENCE S00°05'30"W 55.02 FEET; THENCE S90°00'00"W 132.00 FEET; THENCE N00°05'30"E 55.02 FEET TO THE POINT OF BEGINNING.

Contains 7263 square feet, more or less.

Exhibit D

