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Gary W. Ott  
Recorder, Salt Lake County, UT  
JONES WALDO HOLBROOK MCDONOUGH  
BY: eCASH, DEPUTY - EF 18 P.

AFTER RECORDING RETURN TO:

VP Daybreak Operations LLC  
VP Daybreak Investments LLC  
Attention: Ty McCutcheon  
4700 Daybreak Pkwy  
South Jordan, UT 84009

**MEMORANDUM OF**  
**ASSIGNMENT OF RIGHTS RELATING TO UDOT RIGHT OF WAY**

This MEMORANDUM OF ASSIGNMENT OF RIGHTS RELATING TO UDOT RIGHT OF WAY (this "Memorandum") is made and entered into as of the 17<sup>th</sup> day of December, 2016 by and among VP DAYBREAK HOLDINGS LLC, a Delaware limited liability company ("Assignor"); and VP DAYBREAK OPERATIONS LLC, a Delaware limited liability company ("VP Operations"), and VP DAYBREAK INVESTMENTS LLC, a Delaware limited liability company ("VP Investments"). VP Operations and VP Investments are collectively referred to as "Assignee".

**RECITALS**

- A. On July 18, 2016, pursuant to that certain Purchase and Sale Agreement and Escrow Instructions, dated as of March 3, 2106, by and between Kennecott Land Company, a Delaware corporation (and successor to OM Enterprises Company, a Utah Company) ("KLC") and Assignor (the "Purchase Agreement"), KLC sold and conveyed to Assignor and Assignor purchased and acquired all of KLC's fee interest in and to certain real property in South Jordan, Utah, which is a portion of a master planned community commonly known as *Daybreak* ("Daybreak").
- B. Through a series of conveyances (collectively, the "UDOT Conveyances"), the Utah Department of Transportation, an agency of the State of Utah ("UDOT"), has acquired ownership of a strip of land that intersects Daybreak, (the "UDOT Right of Way"), which is more accurately described in Exhibit A, for the purpose of constructing a "limited access facility" (as defined in Utah Code. Ann. § 72-1-102(11)) known as the Mountain View Corridor (the "Freeway Project"). The deeds, instruments and other documents executed in connection with the UDOT Conveyances, including (without limitation) the documents identified in Exhibit B, are collectively referred to hereinafter as the "Conveyance Documents".
- C. Pursuant to that certain Assignment Of Rights Relating To UDOT Right Of Way, dated as of July 15, 2016 (but delivered and made effective as of July 18, 2016 (the "Effective Date"), executed by Daybreak Development LLC, a Delaware limited liability company (formerly known as Kennecott Land Residential Development Company, a Delaware corporation) and KLC ( collectively, "Original Assignor"), and Assignor ("Original Assignment"), Original

Assignor assigned to Assignor all of Original Assignor's rights and interests in, to, and under the Conveyance Documents, excluding only the Retained Rights.

- D. A memorandum of the Original Assignment, entitled Memorandum of Assignment Of Rights Relating To UDOT Right Of Way, was recorded on July 18, 2016 as Entry No. 12322185, in Book 10453, Pages 3663 – 2680 in the office of the Recorder of Salt Lake County, Utah.
- E. Pursuant to the Original Assignment, Kennecott Utah Copper LLC, a Utah limited liability company ("Environmental Obligor") agreed to indemnify Assignor from Losses arising from certain environmental obligations, and Original Assignor agreed to indemnify Assignor from certain other Losses.
- F. Pursuant to the Special Warranty Deeds described in Exhibit C attached hereto and other instruments, documents and agreements executed in connection therewith, each of VP Operations and VP Investments has acquired fee and other interests in various portions of Daybreak adjacent to the Mountain View Corridor from Assignor (all such fee and other interests held by one or more of VP Operations and VP Investments, collectively, the "Present Interests").
- G. In furtherance of the assignment, transfer and conveyance of the Present Interests to VP Operations and VP Investments, Assignor, and VP Operations VP Investments have entered into a Memorandum of Assignment Of Rights Relating To UDOT Right Of Way (the "Assignment").
- H. The parties now desire to record this Memorandum in the real property records of Salt Lake County, Utah, to provide notice of their respective rights and obligations in and under the Conveyance Documents and the UDOT Right of Way as a result of the Assignment.

Among other provisions, the Assignment provides the following:

1. **Assignment.** Effective as of the Effective Date, Assignor has assigned, transferred and conveyed to each of VP Operations and VP Investments, as their interests may appear, all of Assignor's rights, title and interest pursuant to the Original Assignment, including without limitation, all rights in the Assigned Rights and all rights of indemnification from Environmental Obligor and Original Assignor under the Original Assignment. For avoidance of doubt, each of VP Operations and VP Investments is assigned such rights, title, and interest of Assignee as relate to the portions of Daybreak owned by each of them.

2. **Assumption.** Effective as of the Effective Date, each of VP Operations and VP Investments has assumed and agrees to perform, fulfill, and comply with all covenants and obligations of Assignor under the Original Assignment which relate to the portions of Daybreak owned by each of them.

3. **Miscellaneous.** This Memorandum is executed for the purpose of providing third parties with notice of the existence and effect of the Assignment, and reference to the Assignment is hereby made for greater particularity as to the terms, conditions, and provisions set forth therein. In the event of any inconsistency or dispute between this Memorandum and the Assignment, the terms of the Assignment shall control and prevail.

4. **Counterparts/Signatures.** This Memorandum may be executed in counterparts, and signatures hereon delivered by facsimile or electronic mail shall be deemed originals for all purposes.

*[Signature page follows]*

IN WITNESS WHEREOF, Assignor and each Assignee has duly executed this Assignment on the date first above written.

**ASSIGNOR:**

**VP DAYBREAK HOLDINGS LLC,**  
a Delaware limited liability company

By: Värde Partners, Inc., its Manager

By: *Brendan Bosman*  
Name: Brendan Bosman  
Its: Managing Director

**ASSIGNEE:**

**VP DAYBREAK OPERATIONS LLC,**  
a Delaware limited liability company

By: *Ty*  
Print Name: Ty McCutcheon  
Its: Vice President

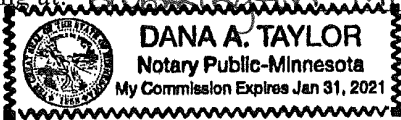
**VP DAYBREAK INVESTMENTS LLC,**  
a Delaware limited liability company

By: *Ty*  
Print Name: Ty McCutcheon  
Its: Vice President

STATE OF Minnesota )  
: ss.  
COUNTY OF Hennepin )

The foregoing instrument was acknowledged before me this 5<sup>th</sup> day of December, 2016, by Brendan Bosman, the Managing Director of Värde Partners, Inc., the Manager of VP Daybreak Holdings LLC, a Delaware limited liability company, for and on behalf of such limited liability company.

*Dana A. Taylor*  
Notary Public  
Residing at: Blomington MN

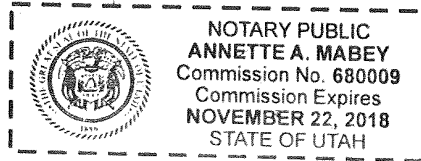


[Acknowledgments Continued on Following Page]

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

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of December, 2016, by Ty McCutcheon, the Vice President of VP Daybreak Operations LLC, a Delaware limited liability company, for and on behalf of such limited liability company.

Annette A. Mabey  
Notary Public  
Residing at: South Jordan, Utah



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

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of December, 2016, by Ty McCutcheon, the Vice President of VP Daybreak Investments LLC, a Delaware limited liability company, for and on behalf of such limited liability company.

Annette A. Mabey  
Notary Public  
Residing at: South Jordan, Utah

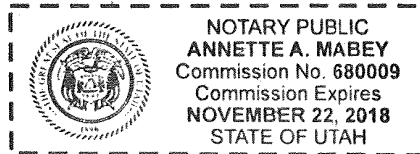


Exhibit A

Note: Rotate record bearings 0°19'21" clockwise to equal highway bearings unless stated otherwise.

[2.] A parcel of land, in fee, being part of an entire tract located in the S½SW¼ Section 24, T.3S., R.2W., S.L.B.&M., for the construction of a Highway known as Project MP-0182 said tract also being Lot B3B, of Amended Lots B2, B3, OS2, T4, V4, V7, & WTC2 Kennecott Master Subdivision #1 as recorded in Book 2003P at Page 303 in the Official Records. The boundary lines of said parcel are further defined as follows:

Beginning at the southeast corner of said Lot B3B, said corner being 162.19 ft. perpendicularly left of Engineer Station 1194+63.46 of the control line for said Highway and running thence N. 36°49'37" W. 678.27 ft. along the easterly line of said lot to the southerly right of way line of Daybreak Parkway; thence S. 53°46'40" W. 119.79 ft. to a point 281.98 ft. perpendicularly left of Engineer Station 1201+43.00, along the southerly line of said Daybreak Parkway to the westerly Right of Way and No-Access Line of said Highway; thence along the said Right of Way and No-Access Line the following 4 courses; 1) S. 80°02'27" E. 87.15 ft. to a point 222.30 ft. perpendicularly left of Engineer Station 1200+79.48; 2) S. 37°26'07" E. 464.13 ft. to a point 217.37 ft. perpendicularly left of Engineer Station 1196+15.37; 3) S. 50°35'45" W. 53.03 ft. to a point 270.35 ft. perpendicularly left of Engineer Station 1196+12.97; 4) S. 39°48'04" E. 70.39 ft. to a point 266.69 ft. perpendicularly left of Engineer Station 1195+42.69, to the south line of said lot; thence S. 89°39'23" E. 131.15 ft. along said south line to the point of beginning according to the official plans for this project on file at the office of the Utah Department of Transportation.

The above described parcel contains 44,200 sq. ft. or 1.015 acres.

Affecting Tax ID No. 26-24-300-011

[3.] A parcel of land, in fee, being part of an entire tract located in the SE¼SW¼ and the SW¼SE¼ of Section 24, T.3S., R.2W., S.L.B.&M., for the construction of a Highway known as Project MP-0182 said tract also of being part of Lot WTC2 of Amended Lots B2, B3, OS2, T4, V4, V7, & WTC2 Kennecott Master Subdivision #1 as recorded in Book 2003P at Page 303 in the Official Records. The boundary lines of said parcel are further defined as follows:

Beginning at the southwest corner of said Lot WTC2, said corner being 162.19 ft. perpendicularly left of Engineer Station 1194+63.46 of the control line for said Highway and running thence S. 89°39'23" E. 366.24 ft. along the south line of said Lot WTC2; thence

S. 89°44'27" E. 131.79 ft. to a point 234.77 ft. perpendicularly right of Engineer Station 1191+62.47, along the south line of said Lot to the easterly Right of Way and No-Access Line of said Highway; thence N. 33°17'44" W. 972.21 ft. to a point 294.66 ft. perpendicularly right of Engineer Station 1201+33.08 along said Right of Way and No-Access Line to the southerly right of way line of Daybreak Parkway; thence along said southerly right of way line the following 5 courses: 1) S. 53°44'17" W. 132.83 ft.; 2) N. 36°13'20" W. 11.93 ft.; 3) S. 53°46'40" W. 315.68 ft.; 4) S. 36°13'20" E. 8.00 ft.; 5) S. 53°46'40" W. 8.41 ft. to the westerly line of said Lot WTC2; thence S. 36°49'37" E. 678.27 ft. to the point of beginning, according to the official plans for this project on file at the office of the Utah Department of Transportation.

The above described parcel contains 359,464 sq. ft. or 8.252 acres.

Affecting Tax ID No. 26-24-300-012

[4.] A parcel of land, in fee, being part of an entire tract located in the NE¼ of Section 23, also the NW¼, and the SW¼ of Section 24, T.3S., R.2W., S.L.B.&M., for the construction of a Highway known as Project MP-0182 said tract also of being part of Lots WTC2, T6, and B3 of Amended Lots B2, B3, OS2, T4, V4, V7, & WTC2 Kennecott Master Subdivision #1 as recorded in Book 2003P at Page 303 in the Official Records. The boundary lines of said parcel are further defined as follows:

Beginning at a point in the north line of said Lot WTC2, said point being 948.97 ft. N.89°41'45" W. from the Northeast corner of said Section 23, said point also being 352.72 ft. perpendicularly right of Engineer Station 1256+62.89 of the control line for said Highway; and running thence N. 89°41'45" W. 270.16 ft. along said north line; thence S. 57°52'31" W. 454.30 ft. to a point 377.61 ft. perpendicularly left of Engineer Station 1257+63.23, to the westerly Right of Way and No-Access Line of said Highway; thence along said Right of Way and No-Access Line the following 7 courses: 1) S. 36°13'38" E. 960.33 ft. to a point 271.24 ft. perpendicularly left of Engineer Station 1248+50.56; 2) S. 44°57'08" E. 560.32 ft. to a point 192.00 ft. perpendicularly left of Engineer Station 1242+96.90; 3) S. 36°49'35" E. 1129.97 ft. to a point 192.00 ft. perpendicularly left of Engineer Station 1231+66.93; 4) S. 0°19'33" W. 25.31 ft. to a point 207.29 ft. perpendicularly left of Engineer Station 1231+46.63; 5) S. 40°10'18" E. 553.30 ft. to a point 175.00 ft. perpendicularly left of Engineer Station 1225+94.27; 6) S. 33°24'00" E. 500.89 ft. to a point 204.93 ft. perpendicularly left of Engineer Station 1220+94.28; 7) S. 33°40'24" E. 1795.10 ft. to a point 303.67 ft. perpendicularly left of Engineer Station 1203+01.90 to the northerly right of way line of Daybreak Parkway; thence along said northerly right of way line the following 5 courses: 1) N. 53°46'40" E. 147.48 ft.; 2) S. 36°13'20" E. 10.00 ft.; 3) N. 53°46'40" E. 316.45 ft.; 4) N. 36°13'20" W. 8.00 ft.; 5) N. 53°46'40" E. 149.49 ft. to a point 309.70 ft. perpendicularly right of Engineer Station 1202+93.43 and the easterly Right of Way and No-Access Line of said Highway; thence along the said easterly Right of Way and No-Access Line the following 3 courses: 1) N. 41°42'37" W. 1405.96 ft. to a point 190.00 ft. perpendicularly right of Engineer Station 1216+94.28; 2) N. 36°49'35" W. 2391.00 ft. to a point 190.00 ft. perpendicularly right of Engineer Station 1240+85.28; 3) N. 28°44'02" W. 1541.51 ft. to the point of beginning, according to the official plans for this project on file at the office of the Utah Department of Transportation.

The above described parcel contains 2,571,604 sq. ft. or 59.036 acres.

Affecting Tax ID No. 26-24-300-012

[5.] A parcel of land, in fee, being part of an entire tract located in the NE¼ of Section 23, T.3S., R.2W., S.L.B.&M., for the construction of a Highway known as Project MP-0182 said tract also being Lot WTC2 of Amended Lots B2, B3, OS2, T4, V4, V7, & WTC2 Kennecott Master Subdivision #1 as recorded in Book 2003P at Page 303 in the Official Records. The boundary lines of said parcel are further defined as follows:

Beginning at a point in easterly Right of Way and No-Access Line of said Highway and the north line of said Lot WTC2, said point being 949.06 ft. N. 89°41'45" W. along the Section Line from the Northeast corner of said Section 23, said point also being 352.72 ft. radially distant right of Engineer Station 1256+62.89 of the control line for said Highway and running thence along said Right of Way and No-Access Line S. 28°44'02" E. 664.01 ft. to a point 312.18 ft. right of Engineer Station 1249+60.84; thence leaving said Right of Way and No-Access Line S. 37°03'54" E. 219.59 ft.; thence N 21°32'36" W. 419.93

ft.; thence N. 37°10'17" W. 460.28 ft. to the north line of said lot; thence N. 89°41'25" W. 19.27 ft. along said north line to the point of beginning, according to the official plans for this project on file at the office of the Utah Department of Transportation.

The above described parcel contains 43,873 sq. ft. or 1.007 acres.

Affecting Tax ID No. 26-24-300-012

[6.] A parcel of land in fee for a highway known as Project No. MP-0182(6), being part of an entire tract of property, situate in the SE¼SW¼; of Section 24, T. 3 S., R. 2 W., S.L.B.&M., said tract also being Lot B3B, of Amended Lots B2, B3, OS2, T4, V4, V7, 8, WTC2 Kennecott Master Subdivision #1 according to the official plat, on file, recorded on September 19, 2003, as Entry No. 8824749 in Book 2003P at Page 303 in the office of the Salt Lake County Recorder, Utah. The boundaries of said parcel of land are described as follows:

Beginning at a point 151.62 ft. N. 37°08'58" W. and 56.81 ft. S. 52°51'02" W. from the southeast corner of said Lot 838 of said Amended Kennecott Master Subdivision #1, which point is 219.00 ft. perpendicularly distant southwesterly from the Mountain View Corridor Right of Way Control Line, of said project, opposite approximate Engineer Station 1196+32.04, and running thence N. 37°08'56" W. 153.93 ft. to a point 219.00 ft. perpendicularly distant southwesterly from the Mountain View Corridor Right of Way Control Line, of said project, opposite approximate Engineer Station 1197+85.97; thence S. 37°45'28" E. 153.87 ft.; thence S. 50°16'24" W. 1.64 ft. to the point of beginning as shown on the official map of said project on file in the office of the Utah Department of Transportation.

The above described parcel of land contains 126 square feet in area or 0.003 acre, more or less.

Affecting Tax ID No. 26-24-376-005

[7.] A parcel of land in fee for a highway known as Project No. MP-0182(6), being part of an entire tract of property, situate in the NE¼SW¼ of Section 24, T. 3 S., R. 2 W., S.L.B.&M., said part of an entire tract of property also of being part of Lot WTC2 of Amended Lots B2, B3, OS2, T4, V4, V7, & WTC2 Kennecott Master Subdivision #1 according to the official plat, on file, recorded on September 19, 2003, as Entry No. 8824749 in Book 2003P at Page 303 in the office of the Salt Lake County Recorder, Utah. The boundaries of said parcel of land are described as follows:

Beginning at a point 1,629.37 ft. N. 37°29'42" W. along the westerly lot line of Lot UPL 4, and 77.28 ft. S. 52°30'18" W. from the south corner of said lot UPL 4, of said Amended Kennecott Master Subdivision #1, which point is 238.44 ft. radially distant northeasterly from the Mountain View Corridor Right of Way Control Line, of said project, opposite approximate Engineer Station 1211+44.17; and running thence N. 42°01'57" W. 72.90 ft. to a point 232.23 ft. radially distant northeasterly from said control line, opposite approximate Engineer Station 1212+16.94; thence N. 85°25'42" E. 16.28 ft.; thence S. 36°36'58" E. 57.00 ft.; thence S. 8°17'54" W. 9.80 ft. to the point of beginning as shown on the official map of said project on file in the office of the Utah Department of Transportation.

The above described parcel of land contains 668 square feet in area or 0.015 acre, more or less.

Affecting Tax ID No. 26-24-300-018



[8.] A parcel of land in fee for a highway known as Project No, MP-0182(6), being part of an entire tract of property, situate in the NW¼SW¼ Section 24, T. 3 S., R. 2 W., S.L.B.&M., said part of an entire tract also of being part of Lot WTC2 of Amended Lots B2, B3, OS2, T4, V4, V7, & WTC2 Kennecott Master Subdivision #1 according to the official plat, on file, recorded on September 19, 2003, as Entry No, 6824749 in Book 2003P at Page 303 in the office of the Salt Lake County Recorder, Utah, The boundaries of said parcel of land are described as follows:

Beginning at a point 2,419.51 ft. N. 37°29'42" W. along the westerly lot line of Lot UPL4, and 525.77 ft. S, 52°30'18" W. from the south corner of lot UPL 4, of said Amended Kennecott Master Subdivision #1, which point is 233.04 ft. radially distant southwesterly from the Mountain View Corridor Right of Way Control Line, of said project, opposite approximate Engineer Station 1219+21.43; and running thence N. 89°21'00" W. 21.43 ft.; thence N- 34°02'25" W. 57.00 ft.; thence N. 11°21'50" E. 21.06 ft.; thence Northwesterly 47.07 ft. along the arc of a 5,958.50 ft. radius curve to the left, (Note: Chord to said curve bears N. 33°27'30" W. for a distance of 47.07 ft.); thence N. 33°41'05" W. 173.59 ft.; thence N. 29°52'14" W. 28.24 ft. to a point 224.92 ft. radially distant southwesterly from said control line, opposite approximate Engineer Station 1222+59.67; thence S. 33°43'21" E. 153.11 ft.; thence S. 33°59'44" E. 179.70 ft. to the point of beginning as shown on the official map of said project on file in the office of the Utah Department of Transportation.

The above described parcel of land contains 1,751 square feet in area or 0.040 acre, more or less.

Affecting Tax ID No. 26-24-300-017

[9.] A parcel of land in fee for a highway known as Project No, MP-0182(6), being part of an entire tract of property, situate in the NW¼SW¼ Section 24, T. 3 S., R. 2 W., S.L.B.&M., said part of an entire tract also of being part of Lot WTC2 of Amended Lots B2, B3, OS2, T4, V4, V7, & WTC2 Kennecott Master Subdivision #1 according to the official plat, on file, recorded on September 19, 2003, as Entry No, 8824749 in Book 2003P at Page 303 in the office of the Salt Lake County Recorder, Utah. The boundaries of said parcel of land are described as follows:

Beginning at a point 2,419.51 ft. N. 37°29'42" W. along the westerly tot line of Lot UPL 4, and 525.77 ft. S. 52°30'18" W. from the south corner of lot UPL 4, of said Amended Kennecott Master Subdivision #1, which point is 233.04 ft. radially distant southwesterly from the Mountain View Corridor Right of Way Control Line, of said project, opposite approximate Engineer Station 1219+21.43; and running thence N. 89°21'00" W. 21.43 ft.; thence N. 34°02'25" W. 57.00 ft.; thence N. 11°21'50" E. 21.06 ft.; thence Northwesterly 47.07 ft. along the arc of a 5,958.50 ft. radius curve to the left, (Note: Chord to curve bears N. 33°27'30" W. for a distance of 47.07 ft.); thence N. 33°41'05" W. 173.59 ft.; thence N. 29°52'14" W. 28.24 ft. to a point 224.92 ft. radially distant southwesterly from said control line, opposite approximate Engineer Station 1222+59.67; thence S. 33°43'21" E. 153.11 ft.; thence S. 33°59'44" E. 179.70 ft. to the point of beginning as shown on the official map of said project on file in the office of the Utah Department of Transportation.

The above described parcel of land contains 1,751 square feet in area or 0.040 acre, more or less.

Affecting Tax ID No. 26-24-300-017

[10.] A parcel of land in fee for a highway known as Project No. MP-0182(6), being part of an entire tract of property, situate in the SW¼NW¼ of Section 24, T. 3 S., R. 2 W., S.L.B.&M., said part of an entire tract also being part of Lot WTC2 of Amended Lots; B2, B3, OS2, T4, V4, V7, & WTC2

Kennecott Master Subdivision #1 according to the official plat, on file, recorded on September 19, 2003, as Entry No. 8824749 in Book; 2003P at Page 303 in the office of the Salt Lake County Recorder, Utah. The boundaries of said parcel of land are described as follows:

Beginning at a point 289.23 ft. N. 36°48'17" W. and 144.37 ft. N. 53°11'43" E. from the southeast corner of Lot T6 of said Amended Kennecott Master Subdivision #1, which point is 244.95 ft. S. 89°57'05" E. along the quarter section line and 77.28 ft. N. 0°02'55" E. from the West Quarter Corner of said Section 24, which point is also 221.87 ft. perpendicularly distant southwesterly from the Mountain View Corridor Right of Way Control Line, of said project, opposite approximate Engineer Station 1228+64.12; and running thence N. 40°29'39" W. 138.41 ft.; thence S. 9°09'20" W. 13.91 ft. to a point 240.00 ft. perpendicularly distant southwesterly from said control line, opposite approximate Engineer Station 1229+92.69; thence S. 37°09'00" E. 109.88 ft. to a point 240.00 ft. perpendicularly distant southwesterly from said control line, opposite approximate Engineer Station 1228+82.81; thence S. 81°17'28" E. 26.03 ft. to the point of beginning as shown on the official map of said project on file in the office of the Utah Department of Transportation.

The above described parcel of land contains 1,730 square feet in area or 0.040 acre, more or less.

Affecting Tax ID No. 26-24-300-017

[11.] A parcel of land in fee for a highway known as Project No. MP-0182(6), being part of an entire tract of property, situate in the NW¼NE¼, and the NE¼NE¼ of Section 23, T.3 S., R.2 W., S.L.B.&M., said part of an entire tract of property also of being part of Lots T-6 and WTC2 of Amended Lots B2, B3, OS2, T4, V4, V7, & WTC2 Kennecott Master Subdivision #1 according to the official plat, on file, recorded on September 19, 2003, as Entry No. 8824749 In Book 2003P at Page 303 in the office of the Salt Lake County Recorder, Utah. The boundaries of said parcel of land are described as follows:

Beginning at a point 85.06 ft. N. 89°58'54" E. along the north line of said Lot WTC2 from the northwest corner of said Lot WTC2 of said Amended Kennecott Master Subdivision #1, which point is 246.00 ft. radially distant southwesterly from the Mountain View Corridor Right of Way Control Line, of said project, opposite approximate Engineer Station 1259+96.70; and running thence N.89°58'54" E. 403.53 ft.; thence S. 57°33'06" W. 454.30 ft.; thence N. 36°33'03" W. 0.58 ft.; thence S. 57°50'02" W. 10.44 ft.; thence southwesterly 206.66 ft. along the arc of a 2,829.00 ft. radius curve to the right. (Note: Chord to said curve bears S. 59°38'39" W. 206.61 ft.) to a point 560.39 ft. radially distant southwesterly from said control line, opposite approximate Engineer Station 1257+81.54; thence N. 28°15'49" W. 150.69 ft. to a point 559.39 ft. radially distant southwesterly from said control line, opposite approximate Engineer Station 1259+17.32; thence northeasterly 195.65 ft. along the arc of a 2,679.00 ft. radius curve to left, (Note: Chord to said curve bears N.59°38'38" E. for a distance of 195.61 ft.); thence N. 57°34'03" E 101.30 ft.; thence N. 14°22'09" E. 25.42 ft.; thence N. 27°14'45" W. 47.90 ft. to the point of beginning as shown on the official map of said project on file in the office of the Utah Department of Transportation.

The above described parcel of land contains 86,754 square feet in area or 1.992 acres, more or less.

Affecting Tax ID Nos.     26-23 200-011  
                                  26-23-200-010

[12.] A parcel of land in fee for a highway known as Project No. MP-0182(6), being part of an entire tract of property, situate in the NW¼NE¼, the SW¼NE¼, and the NW¼SE¼ of Section 14, T.3 S., R.2 W., S.L.B.&M., said part of an entire tract also of being part of Lots B2, B2A and WTC1 of Amended

Lots B2, B3, OS2, T4, V4, V7, & WTC2 Kennecott Master Subdivision #1 according to the official plat, on file, recorded on September 19, 2003, as Entry No. 882479 in Book 2003P at Page 303 in the office of the Salt Lake County Recorder, Utah. The boundaries of said parcel of land are described as follows:

Beginning at a point 215.23 ft. S. 89°55'03" E. along the section line from the North Quarter Corner of said Section 14, which point is also 207.62 ft. radially distant westerly from the Mountain View Corridor Right of Way Control Line, of said project opposite approximate Engineer Station 1313+18.45; and running thence S.89°55'03" E. 416.48 ft. along the northerly section line of said Section 14, to a point 203.00 ft. radially distant easterly from said control line, opposite approximate Engineers Station 1312+48.80; thence Southerly 935.26 ft. along the arc of a 17,703.00 ft. radius curve to the right, (Note: Chord to said curve bears S. 7°54'55" E. for a distance of 935.15 ft.); thence S. 0°02'50" W. 13.94 ft.; thence N. 89°55'04" W. 10.15 ft.; thence S. 5°09'21" E. 434.82 ft.; thence N. 84°50'39" E. 16.42 ft.; thence S. 5°09'21" E. 252.67 ft.; thence S. 84°50'39" W. 16.42 ft.; thence S. 5°09'21" E. 154.81 ft. thence S. 56°24'20" E. 40.24 ft.; thence S. 5°30'23" E. 101.90 ft.; thence S. 33°35'40" W. 36.75 ft.; thence S. 5°09'21" E. 118.16 ft.; thence Southerly 94.63 ft. along the arc of a 8,041.50 ft. radius curve to the right, (Note: Chord to said curve bears S. 4°49'07" E. for a distance of 94.63 ft.); thence S. 0°11'56" E. 135.82 ft.; thence Southerly 293.78 ft. along the arc of a 8,032.50 ft. radius curve to right, (Note: Chord to said curve bears S. 2°28'04" E. for a distance of 293.76 ft.); thence S. 43°21'49" E. 20.05 ft.; thence S. 6°17'02" E. 135.85 ft.; thence S. 46°46'06" W. 22.27 ft.; thence S. 1°09'21" E. 154.67 ft.; thence Southerly 16.07 ft. along the arc of a 4,958.50 ft. radius curve to the right, (Note: Chord to said curve bears S. 1°14'55" E. for a distance of 16.07 ft.); thence S. 1°43'17" W. 134.47 ft.; thence Southerly 754.31 ft. along the arc of a 4,967.50 ft. radius curve to the left, (Note: Chord to said curve bears S. 7°14'26" E. for a distance of 753.59 ft.); thence S. 69°39'31" E. 28.16 ft.; thence S. 12°16'45" E. 57.00 ft.; thence S. 32°33'41" W. 21.27 ft.; thence Southerly 108.25 ft. along the arc of a 4,958.50 ft. radius curve to the left, (Note: Chord to said curve bears S. 13°13'24" E. for a distance of 108.24 ft.) to a point in the south line of said NW¼SE¼, which point is 223.04 ft. radially distant easterly from said control line, opposite approximate Engineer Station 1272+26.37; thence N. 89°51'06" W. 458.07 ft. along said south line, which point is 223.75 ft. radially distant westerly from said control line, opposite approximate Engineer Station 1273+27.48; thence N.12°41'29" W. 13.31 ft.; thence N. 26°38'28" E. 23.90 ft.; thence northerly 219.33 ft. along the arc of a 5,041.50 ft. radius curve to the right, (Note: Chord to said curve bears N 9°09'27" W. for a distance of 219.32 ft.); thence N. 3°20'53" W. 136.12 ft.; thence Northerly 281.97 ft.; along the arc of a 5,032.50 ft. radius curve to the right, (Note: Chord to said curve bears N. 4°45'39" W. for a distance of 281.93 ft.); thence N. 03°09'21" W. 294.52 ft.; thence N. 61°47'16" W. 29.02 ft.; thence N. 2°32'07" W. 57.00 ft.; thence N. 42°09'16" E. 21.33 ft.; thence N. 3°09'21" W. 220.87 ft.; thence N. 0°39'30" E. 135.30 ft.; thence N. 3°09'21" W. 489.05 ft.; thence N. 57°43'32" W. 46.67 ft.; thence N. 2°28'32" W. 92.60 ft.; thence S. 86°54'44" W. 18.00 ft.; thence N. 39°09'56" E. 68.21 ft.; thence N. 3°09'21" W. 27.71 ft.; thence S. 86°50'39" W. 10.42 ft.; thence N. 3°09'21" W. 236.56 ft.; thence N. 86°50'39" E. 10.42 ft.; thence N. 3°09'21" W. 68.19 ft.; thence N. 0°07'38" E. 135.06 ft.; thence Northerly 655.27 ft. along the arc of a 7,967.50 ft. radius curve to the left, (Note: Chord to said curve bears N. 6°31'59" W. for a distance of 655.08 ft.); thence N. 6°53'21" W. 596.46 ft.; thence Northerly 214.74 ft. along the arc of a 5,967.50 ft. radius curve to the left, (Note: Chord to said curve bears N. 9°55'12" W. for a distance of 214.73 ft.) to the point of beginning as shown on the official map of said project on file in the Utah Department of Transportation.

The above parcel of land contains 1,617,193 square feet in area or 37.126 acres, more or less.

Affecting Tax ID Nos.      26-14-200-006  
   26-14-100-014  
   26-14-100-015

[13.] A parcel of land in fee for a highway known as Project No. MP-0182(6), being part of an entire tract of property, situate in the SE¼SW¼ of Section 24, T. 3 S., R. 2 W., S.L.B.&M., said part of an entire tract of property also of being part of Lot WTC2 of Amended Lots B2, B3, OS2, T4, V4, V7, & WTC2 Kennecott Master Subdivision #1 according to the official plat, on file, recorded on September 19, 2003, as Entry No. 8824749 in Book 2003P at Page 303 in the office of the Salt Lake County Recorder, Utah. The boundaries of said parcel of land are described as follows:

Beginning at a point 794.86 ft. N. 37°29'42" W. along the westerly lot line, from the southwest corner of lot UPL 4 of said Amended Kennecott Master Subdivision #1; and running thence S. 53°27'31" W. 11.07 ft.; thence N. 42°01'57" W. 20.80 ft. to a point which is 307.92 ft. perpendicularly distant northeasterly from the Mountain View Corridor Right of Way Control Line, of said project, opposite approximate Engineer Station 1203+31.00; thence N. 52°51'05" E. 12.72 ft. to a point in the said westerly lot.

line at a point 320.63 ft. perpendicularly distant northeasterly from said control line, opposite approximate Engineer Station 1203+31.00; thence S. 37°29'42" E. 20.85 ft. along said lot line to the point of beginning as shown on the official map of said project on file in the office of the Utah Department of Transportation.

The above described parcel of land contains 247 square feet in area or 0.006 acre, more or less.

Affecting Tax ID No. 26-24-300-018

[14.] A parcel of land in fee for a highway known as Project No. MP-0182(6), being part of an entire tract of property, situate in the SE¼SW¼ of Section 24, T. 3 S., R. 2 W., S.L.B.&M., said part of an entire tract of property also of being part of Lot WTC2 of Amended Lots B2, B3, OS2, T4, V4, V7, & WTC2 Kennecott Master Subdivision #1 according to the official plat, on file, recorded on September 19, 2003, as Entry No. 8824749 in Book 2003P at Page 303 in the office of the Salt Lake County Recorder, Utah. The boundaries of said parcel of land are described as follows:

Beginning at a point 788.60 ft. N. 37°29'42" W. along the westerly lot line, and 250.00 ft. N. 52°30'18" E. ft. from the southwest corner of lot UPL 4 of said Amended Kennecott Master Subdivision #1, and running thence N. 37°29'42" W. 6.51 ft. to a point 570.76 ft. perpendicularly distant northeasterly from the Mountain View Corridor Right of Way Control Line, of said project, opposite approximate Engineer Station 1203+11.91; thence N. 58°48'57" E. 94.89 ft.; thence S. 54°53'05" W. 94.39 ft. to the point of beginning as shown on the official map of said project on file in the office of the Utah Department of Transportation.

The above described parcel of land contains 307 square feet in area or 0.007 acre, more or less.

Affecting Tax ID No. 26-24-100-005

[15.] A parcel of land in fee for a highway known as Project No. MP-0182(6), being part of an entire tract of property, situate in the SE¼SW¼, of Section 24, T. 3 S., R. 2 W., S.L.B.&M., said tract also being Lot B3B, of Amended Lots B2, B3, OS2, T4, V4, V7, & WTC2 Kennecott Master Subdivision #1 according to the official plat, on file, recorded on September 19, 2003, as Entry No. 8824749 in Book 2003P at Page 303 in the office of the Salt Lake County Recorder, Utah. The boundaries of said parcel of land are described as follows:

Beginning at a point 678.16 feet N.37°01'15"W. (678.852 feet N. 37°08'58"W. by record) along the northeasterly line of said Lot B3B and 119.79 feet S.53°35'05"W. from the southeast corner of said Lot B3B of said Amended Kennecott Master Subdivision #1, which point is 282.08 feet perpendicularly distant southwesterly from the Mountain View Corridor Right of Way Control Line, of said project, opposite approximate Engineer Station 1201+59.84, and running thence S.80°14'05"E. 23.70 feet to a point 265.85 feet perpendicularly distant southwesterly from said control line, opposite approximate Engineer Station 1201+42.57; thence S.53°42'49"W. 316.45 feet to a point 582.27 feet perpendicularly distant southwesterly from said control line, opposite approximate Engineer Station 1201+46.63; thence N.36°17'11"W. 16.39 feet to a point 582.06 feet perpendicularly distant southwesterly from said control line, opposite approximate Engineer Station 1201+63.01; thence N.53°35'05"E. 300.00 feet to the point of beginning as shown on the official map of said project on file in the office of the Utah Department of Transportation.

The above described parcel of land contains 5,158 square feet in area or 0.118 acre, more or less.

(Note: Rotate all bearings in the above description 0°11'38" clockwise to match the above said Right of Way Control Line.)

Affecting Tax ID No. 26-24-376-009

[16.] A parcel of land in fee for a highway known as Project No. MP-0182(6), being part of an entire tract of property, situate in the SE¼SW¼ of Section 24, T. 3 S., R. 2 W., S.L.B.&M., said part of an entire tract of property also of being part of Lot WTC2 of Amended Lots B2, B3, OS2, T4, V4, V7, & WTC2 Kennecott Master Subdivision #1 according to the official plat, on file, recorded on September 19, 2003, as Entry No. 8824749 in Book 2003P at Page 303 in the office of the Salt Lake County Recorder, Utah. The boundaries of said parcel of land are described as follows:

Beginning at a point 815.71 ft. N. 37°29'42" W. along the westerly lot line, from the southwest corner of lot UPL 4 of said Amended Kennecott Master Subdivision #1; and running thence S. 52°51'04" W. 12.72 ft.; thence N. 42°08'36" W. 5.38 ft. to a point which is 307.45 ft. perpendicularly distant northwesterly from the Mountain View Corridor Right of Way Control Line, of said project, opposite approximate Engineer Station 1203+36.36; thence N. 52°59'15" E. 13.15 ft. to said westerly lot line at a point 320.60 ft. perpendicularly distant northwesterly from said control line, opposite approximate Engineer Station 1203+36.32; thence S. 37°28'58" E. 5.32 ft. along said lot line to the point of beginning as shown on the official map of said project on file in the office of the Utah Department of Transportation.

The above described parcel of land contains 69 square feet in area or 0.002 acre, more or less.

Affecting Tax ID No. 26-24-300-024

[17.] A parcel of land in fee for a highway known as Project No. MP-0182(6), being part of an entire tract of property, situate in the SE¼SW¼ of Section 24, T. 3 S., R. 2 W., S.L.B.&M., said part of an entire tract of property also of being part of Lot WTC2 of Amended Lots B2, B3, OS2, T4, V4, V7, & WTC2 Kennecott Master Subdivision #1 according to the official plat, on file, recorded on September 19, 2003, as Entry No. 8824749 in Book 2003P at Page 303 in the office of the Salt Lake County Recorder, Utah. The boundaries of said parcel of land are described as follows:

Beginning at a point 618.82 ft. N. 37°29'42" W. along the westerly lot line, from the southwest corner of lot UPL 4 of said Amended Kennecott Master Subdivision #1, which point is 97.34 ft. perpendicularly

distant southeasterly from the Daybreak Parkway Right of Way Control Line, of said project, opposite approximate Engineer Station 152+35.50; and running thence S. 52°10'57" W. 28.16 ft.; thence N. 33°37'04" W. 16.16 ft.; thence N. 53°24'59" E. 27.07 ft. to said westerly lot line; thence S. 37°29'42" E. 15.54 ft. along said lot line to the point of beginning as shown on the official map of said project on file in the office of the Utah Department of Transportation.

The above described parcel of land contains 437 square feet in area or 0.010 acre, more or less.

Affecting Tax ID No. 26-24-376-008

[18.] A parcel of land in fee for a drainage facility incident to the construction of a highway known as Project No. MP-0182(6), being part of an entire tract of property, situate in the SW¼NE¼ of Section 14, T.3 S., R.2 W., S.L.B.&M., said part of an entire tract also being part of Lot WTC1 of Amended Lots B2, B3, OS2, T4, V4, V7, & WTC2 Kennecott Master Subdivision #1 according to the official plat, on file, recorded on September 19, 2003, as Entry No. 8824749 in Book 2003P at Page 303 in the office of the Salt Lake County Recorder, Utah. The boundaries of said parcel of land are described as follows:

Beginning at a point 470.22 ft. S. 5°11'00" E. along the westerly subdivision line from the northwest corner of said Kennecott Daybreak Bingham Creek subdivision, and running S. 5°11'00" E. 143.71 ft. along said westerly line; thence S. 64°06'48" W. 27.47 ft. thence N. 7°19'21" W. 140.37 ft.; thence N. 61°46'52" E. 33.62 ft. to the point of beginning.

The above described parcel of land contains 4,051 square feet in area or 0.093 acre, more or less.

Affecting Tax ID No. 26-14-202-009

[19.] A parcel of land in fee for a drainage facility incident to the construction of a highway known as Project No. MP-0182(6), being part of an entire tract of property, situate in the SW¼NE¼ of Section 14, T.3S., R.2W., S.L.B.&M., said part of an entire tract of property is also part of Lots P-119 and P-120 Kennecott Daybreak Bingham Creek Amending Portions of Lots B1, B2, OS1, OS2, WTC1 and V3 of Kennecott Master Subdivision #1 Amended according to the official plat, on file, recorded on December 30, 2009, as Entry No. 1086981 in Book 2009P at Page 193 in the office of the Salt Lake County Recorder, Utah. The boundaries of said parcel of land are described as follows:

Beginning at a point 470.22 feet S.05°11'00"E. along the westerly subdivision line from the northwest corner of said Kennecott Daybreak Bingham Creek subdivision; and running thence N.61°46'52"E. 129.75 feet; thence S.82°28'01"E. 77.28 feet; thence S.16°57'49"E. 20.82 feet; thence S.18°26'14"W. 107.05 feet; thence S.64°06'48"W. 166.92 feet to a point in said westerly line; thence N.05°11'00"W. 143.71 feet along said westerly line to the point of beginning.

The above described parcel of land contains 25,680 square feet in area or 0.590 acre, more or less.

Affecting Tax ID Nos.      26-14-201-001  
   26-14-201-002

[20.] A parcel of land in fee for a drainage facility incident to the construction of a highway known as Project No. MP-0182(6), being part of an entire tract of property, situate in the NW¼NE¼ and the NE¼NE¼ of Section 14, T.3S., R.2W., S.L.B.&M., said part of an entire tract of property is also part of

Lots P-118 and P-119 Kennecott Daybreak Bingham Creek Amending Portions of Lots B1, B2, OS1, OS2, WTC1 and V3 of Kennecott Master Subdivision #1 Amended according to the official plat, on file, recorded on December 30, 2009, as Entry No. 1086981 in Book 2009P at Page 193 in the office of the Salt Lake County Recorder, Utah. The boundaries of said parcel of land are described as follows:

Beginning at a point 171.55 feet S.89°55'07" E. along the northerly line of said Kennecott Daybreak Bingham Creek subdivision; and running thence S.89°55'07"E. 349.42 feet along said northerly line; thence S.00°02'48"W. 73.35 feet; thence S.74°31'31"W. 73.16 feet; thence N.72°05'12"W. 30.04 feet; thence S.71°15'35"W. 184.78 feet; thence S.87°58'43"W. 72.36 feet; thence N.01°31'22"W. 116.08 feet; thence N.00°12'08"E. 30.00 feet to the point of beginning.

The above described parcel of land contains 38,999 square feet in area or 0.895 acre, more or less.

Affecting Tax ID Nos.      26-14-201-002  
   26-14-201-003  
   26-14-226-001

[21.] A parcel of land in fee for a highway known as Project No. MP-0182(6), being part of an entire tract of property, situate in the SE $\frac{1}{4}$ /SW $\frac{1}{4}$  of Section 24, T.3S., R.2W., S.L.B.&M., said part of an entire tract of property also of being part of Lot WTC2 of Amended Lots B2, B3, OS2, T4, V4, V7, & WTC2 Kennecott Master Subdivision #1 according to the official plat, on file, recorded on September 19, 2003, as Entry No. 8824749 in Book 2003P at Page 303 in the office of the Salt Lake County Recorder, Utah. The boundaries of said parcel of land are described as follows:

Beginning at a point in the easterly boundary line of Lot UPL 4 of said Amended Kennecott Master Subdivision #1, which point is 812.94 feet N.37°29'42"W. along the westerly lot line, and 250.00 feet N.52°30'18"E. feet from the southwest corner of Lot UPL 4, which point is also 100.94 feet perpendicularly distant northwesterly from the Daybreak Parkway Right of Way Control Line for said project, opposite approximate Engineer Station 154+82.21; and running thence N.66°17'02"E. 123.09 feet to a point 73.63 feet perpendicularly distant northwesterly from said control line, of said project, opposite approximate engineer station 156+02.24; thence S.54°53'05"W. 25.26 feet; thence S.58°48'56"W. 94.89 feet to the easterly boundary line of Lot UPL 4; thence N.37°29'42"W. 17.84 feet along said easterly boundary line to the point of beginning as shown on the official map of said project on file in the office of the Utah Department of Transportation.

The above described parcel of land contains 1,149 square feet in area or 0.026 acre, more or less.

Affecting Tax ID No. 26-24-100-007

Exhibit B

The "Conveyance Documents" include, without limitation, the following:

1. Right of Way Contract dated December 22, 2008 between Daybreak Development LLC (f/k/a Kennecott Land Residential Development Company) and UDOT (the "Right of Way Contract").
2. That certain Warranty Deed recorded December 26, 2008 as Entry No. 10586615 in Book 9668 at Page 4013 of the Official Records of Salt Lake County.
3. That certain Warranty Deed (Controlled Access) recorded December 26, 2008 as Entry No. 10586616 in Book 9668 at Page 4016 of Official Records of Salt Lake County.
4. That certain Warranty Deed (Controlled Access) recorded December 26, 2008 as Entry No. 10586617 in Book 9668 at Page 4019 of Official Records of Salt Lake County.
5. That certain Warranty Deed (Controlled Access) recorded December 26, 2008 as Entry No. 10586619 in Book 9668 at Page 4024 of Official Records of Salt Lake County.
6. That certain Warranty Deed (Controlled Access) recorded July 26, 2010 as Entry No. 10997049 in Book 9843 at Page 3311 of Official Records of Salt Lake County.
7. That certain Warranty Deed (Controlled Access) recorded July 26, 2010 as Entry No. 10997050 in Book 9843 at Page 3314 of Official Records of Salt Lake County.
8. That certain Warranty Deed (Controlled Access) recorded July 26, 2010 as Entry No. 10997051 in Book 9843 at Page 3317 of Official Records of Salt Lake County.
9. That certain Warranty Deed (Controlled Access) recorded July 26, 2010 as Entry No. 10997052 in Book 9843 at Page 3320 of Official Records of Salt Lake County.
10. That certain Warranty Deed (Controlled Access) recorded July 26, 2010 as Entry No. 10997053 in Book 9843 at Page 3324 of Official Records of Salt Lake County.
11. That certain Warranty Deed (Controlled Access) recorded July 26, 2010 as Entry No. 10997054 in Book 9843 at Page 3328 of Official Records of Salt Lake County.
12. That certain Warranty Deed (Controlled Access) recorded July 26, 2010 as Entry No. 10997055 in Book 9843 at Page 3332 of Official Records of Salt Lake County.



13. That certain Warranty Deed (Controlled Access) recorded July 26, 2010 as Entry No. 10997056 in Book 9843 at Page 3363 of Official Records of Salt Lake County.
14. That certain Warranty Deed (Controlled Access) recorded July 26, 2010 as Entry No. 10997057 in Book 9843 at Page 3339 of Official Records Salt Lake County.
15. That certain Quit Claim Deed (Controlled Access) recorded January 19, 2016 as Entry No. 12207622 in Book 10396 at Page 4410 of Official Records of Salt Lake County.
16. That certain Quit Claim Deed (Controlled Access) recorded January 19, 2016 as Entry No. 12207626 in Book 10396 at Page 4423 of Official Records of Salt Lake County.
17. That certain Quit Claim Deed (Controlled Access) recorded January 19, 2016 as Entry No. 12207627 in Book 10396 at Page 4426 of Official Records of Salt Lake County.
18. That certain Quit Claim Deed (Controlled Access) recorded January 19, 2016 as Entry No. 12207629 in Book 10396 at Page 4432 of Official Records of Salt Lake County.
19. That certain Quit Claim Deed (Controlled Access) recorded January 19, 2016 as Entry No. 12207630 in Book 10396 at Page 4436 of Official Records of Salt Lake County.
20. That certain Quit Claim Deed (Controlled Access) recorded January 19, 2016 as Entry No. 12207635 in Book 10396 at Page 4452 of Official Records of Salt Lake County.
21. That certain Quit Claim Deed (Controlled Access) recorded January 19, 2016 as Entry No. 12207636 in Book 10396 at Page 4456 of Official Records of Salt Lake County.

Exhibit C

Special Warranty Deed from Assignor to VP Operations recorded as Entry No. 12322186 in the records of Salt Lake County, Utah.

Special Warranty Deed from Assignor to VP Investments recorded as Entry No. 12322187 in the records of Salt Lake County, Utah.