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RANDALL A. COVINGTON
UTAH COUNTY RECORDER
2001 May 14 4:24 pm FEE 61.00 BY AB
RECORDED FOR FIRST AMERICAN TITLE CO

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FIRST AMENDMENT TO
DECLARATION OF EASEMENTS, COVENANTS AND RESTRICTIONS
[Lake Ridge Development]

THIS FIRST AMENDMENT (this "First Amendment") is entered into as of the 4th day
of May, 2001, among the following:

- (i) LAKE RIDGE ASSOCIATES, L.C., a Utah limited liability company, whose address is 127 South 500 East, Suite 100, Salt Lake City, Utah 84102;
- (ii) KK OREM, LLC, a Utah limited liability company, whose address is 313 Pilot Road, Suite B, Las Vegas, Nevada 89119;
- (iii) FFCA ACQUISITION CORPORATION, a Delaware corporation, whose address is 17207 North Perimeter Drive, Scottsdale, Arizona 85255;
- (iv) CAMPBELL HOLDINGS, a California general partnership, whose address is 1800 East Imperial Highway, Suite 120, Brea, California 92821;
- (v) WELLS FARGO BANK, NATIONAL ASSOCIATION, whose address is 201 3rd Street, 8th Floor, San Francisco, California 94163;
- (vi) LA QUINTA INNS, INC., a Texas corporation, whose address is P.O. Box 2636 Property Tax, San Antonio, Texas 78299-2636;
- (vii) ZZYZX LAND & DEVELOPMENT, L.C., a Utah limited liability company, whose address is 2163 West 2200 South, West Valley City, Utah 84119; and
- (viii) GENERAL ELECTRIC CAPITAL BUSINESS ASSET FUNDING CORPORATION, a Delaware corporation, whose address is Franchise Finance Department, 10900 N.E. 4th Street, Suite 500, Bellevue, Washington 98004.

(The foregoing parties are collectively referred to in this First Amendment as the "Parties.")

FOR THE SUM OF TEN DOLLARS (\$10.00) and other good and valuable consideration, the receipt and sufficiency of which are acknowledged, the Parties agree as follows:

1. Definition--Declaration. As used in this First Amendment, "Declaration" means the Declaration of Easements, Covenants and Restrictions, recorded December 17, 1997 as Entry No. 100292 in Book 4467 at Page 432 of the official records of the Utah County Recorder, which covers certain real property located in Utah County, Utah, described on the attached Exhibit A, incorporated by this reference.

2. Purpose. In accordance with Paragraph 13 of the Declaration, the Parties desire to amend the Declaration as set forth in this First Amendment.

3. Common Expense Share. Paragraph 1.4 of the Declaration is deleted in its entirety and is replaced with the following new Paragraph 1.4:

1.4. "Common Expense Share" means the product obtained by multiplying the Common Expenses for the relevant period by a fraction, the numerator of which is the acreage of the Parcel concerned, and the denominator of which is the total acreage of all Parcels, as follows; provided, however, that all Common Expenses relating to the Signage Parcel shall be divided among (only) Parcels 2, 3 and 4 (one-half to Parcel 2 and one-fourth to each of Parcels 3 and 4):

<u>Parcel</u>	<u>Acreage</u>	<u>Common Expense Share</u>
1	1.13 acres	8.00 percent
2	2.37 acres	16.78 percent
2a	2.16 acres	15.30 percent
3	2.30 acres	16.29 percent
4	3.06 acres	21.67 percent
5	1.71 acres	12.11 percent
6	1.39 acres	9.85 percent
<u>Total</u>	<u>14.12 acres</u>	<u>100.00 percent</u>

4. Common Area No. 2. The legal description of Common Area No. 2 set forth in Paragraph 1.5 of the Declaration in the definition of "Common Roadways" is deleted in its entirety and is replaced with the following new legal description (the two changes are underlined and in bold):

COMMON AREA NO. 2:

Beginning at a point located West 15.63 feet and South 887.81 feet from the North quarter corner of Section 27, Township 6 South, Range 2 East of the Salt Lake Base and Meridian, which point is the beginning of a curve having a radius of 14.50 feet, an arc length of 21.72 feet, and a chord length of 19.75 feet, bearing North 38°25'07"

West to the beginning of a curve having a radius of 889.59 feet, an arc length of 146.16 feet, and a chord length of 145.99 feet, bearing North 76°38'02" West to the beginning of a curve whose radius is 939.35 feet, having an arc length of 230.17 feet, and a chord length of 230.13 feet, bearing North 64°53'28" West to the beginning of a curve having a radius of 21.78 feet, an arc length of 12.61 feet, and a chord length of 12.43 feet, bearing North 74°26'08" West; thence 11.65 feet West to the beginning of a curve having a radius of 27.00 feet, an arc length of 42.36 feet, and a chord length of 38.15 feet, bearing South 45°20'23" West; thence 80.50 feet South to the beginning of a curve having a radius of 20.00 feet, an arc length of 9.69 feet, and a chord length of 9.60 feet, bearing South 13°58'08" East; thence 5.18 feet South 27°46'13" East; thence 35.72 feet West; thence 94.50 feet North to the beginning of a curve having a radius of 58.00 feet, an arc length of 91.02 feet, and a chord length of 81.96 feet, bearing North 45°14'37" East; thence 11.37 feet East to the beginning of a curve whose radius is 52.78 feet, having an arc length of 30.21 feet, and a chord length of 29.80 feet, bearing South 74°15'08" East to the beginning of a curve having a radius of 908.35 feet, an arc length of 223.10 feet, and a chord length of 222.54 feet bearing South 64°53'28" East to the beginning of a curve having a radius of 858.59 feet, an arc length of 136.42 feet, and a chord length of 136.28 feet bearing South 76°28'45" East to the beginning of a curve having a radius of 14.50 feet, an arc length of 24.75 feet, and a chord length of 21.85 feet bearing North 50°03'59" East; thence 3.91 feet South 01°09'51" West; thence 57.13 feet South 04°29'42" West to the point of beginning. Contains 0.41 acres.

5. Parcels. Paragraph 1.15 of the Declaration is deleted in its entirety and is replaced with the following new Paragraph 1.15:

1.15. "Parcels" means the seven (7) parcels of land located in Utah County, Utah, described as follows:

Parcel 1 ("Parcel 1"):

All of Parcel 1, LAKE RIDGE DEVELOPMENT SUBDIVISION, PLAT "B", AS AMENDED, on file and of record in the Utah County Recorder's Office.

Parcel 2 ("Parcel 2"):

All of Lot 1, LAKE RIDGE DEVELOPMENT SUBDIVISION, PLAT "C", on file and of record in the Utah County Recorder's Office.

Parcel 2a ("Parcel 2a"):

All of Lot 2, LAKE RIDGE DEVELOPMENT SUBDIVISION, PLAT "C", on file and of record in the Utah County Recorder's Office.

Parcel 3 ("Parcel 3"):

All of Parcel 3, LAKE RIDGE DEVELOPMENT SUBDIVISION, PLAT "B", AS AMENDED, on file and of record in the Utah County Recorder's Office.

Parcel 4 ("Parcel 4"):

All of Lot 1, LAKE RIDGE DEVELOPMENT SUBDIVISION, PLAT "A", on file and of record in the Utah County Recorder's Office.

Parcel 5:

All of Parcel 5, LAKE RIDGE DEVELOPMENT SUBDIVISION, PLAT "B", AS AMENDED, on file and of record in the Utah County Recorder's Office.

Parcel 6:

All of Parcel 6, LAKE RIDGE DEVELOPMENT SUBDIVISION, PLAT "B", AS AMENDED, on file and of record in the Utah County Recorder's Office.

together with all Improvements on such land. "Parcel" means any of the Parcels.

6. Use. Paragraph 2.2 is deleted in its entirety and is replaced with the following new Paragraph 2.2:

2.2. Use. No part of the Development may be occupied for any use which violates any applicable law, ordinance, rule or regulation or which is inconsistent with this Declaration. Buildings shall be used only for (a) commercial purposes, including, without limitation, hotels, financial institutions, offices, retail stores and eating establishments, and (b) multi-family purposes, including, without limitation, apartments and condominiums. All Buildings shall be:

2.2.1. first-class buildings designed for hotel, financial institution, office, retail store, eating establishment or other commercial use of the type and quality typically found in first-class, high-quality commercial developments, or first-class buildings designed for multi-family use of the type and quality typically found in first-class, high-quality multi-family developments;

2.2.2. constructed and operated in such a manner as will preserve the fire insurance rating on any other then-existing Buildings; and

2.2.3. constructed in compliance with all applicable state, county and municipal subdivision, building, zoning, sign and other laws, ordinances, rules and regulations.

7. Access Easements. Paragraph 3.1 is deleted in its entirety and is replaced with the following new Paragraph 3.1:

3.1. Access Easements. Each Parcel shall have appurtenant thereto and be benefitted by, and the Common Roadways and the Vehicular and Pedestrian Areas shall be subject to and be burdened by, a perpetual, nonexclusive right-of-way and easement for vehicular and pedestrian ingress and egress and vehicular parking on, over and across those areas designed for such use.

8. Maintenance of Common Area. Paragraph 5.2 is deleted in its entirety and is replaced with the following new Paragraph 5.2:

5.2. Maintenance of Common Area. After the Common Area is initially improved and installed, the Manager shall keep the Common Area in a reasonably clean, orderly and usable condition and in a good state of maintenance and repair, consistent with a first-class commercial and multi-family development (except that as regards the Common Utility Facilities, the Manager shall be obligated to accomplish the foregoing only to the extent that such matters are not the responsibility of or accomplished by the respective utility companies involved). The foregoing shall include, without limitation, maintenance, repair and replacement, as necessary and appropriate, of all Landscaping and other Improvements located on the Common Area.

9. Additional Use Restrictions. The following new Paragraphs 10.1 and 10.2 are added to the Declaration:

10.1. No Corporate Apartments. Parcel 2a shall not be used for one or more corporate apartments or leased to any company or individual for such use. As used in the preceding sentence, a "corporate apartment" is an apartment leased to a company (or to a travel agent for a company) for use by such company's directors, employees or agents, whether for extended or intermittent stays.

10.2. Exclusive Use--Donuts. So long as, but only for so long as, there is operated on Parcel 1 a business whose primary purpose is the retail sale of donuts, no part of the Development other than Parcel 1 shall be used to operate a store or other business whose primary purpose is the retail sale of donuts.

10. General Provisions. Except as set forth in this First Amendment, the Parties ratify and affirm the Declaration in its entirety, and the Declaration shall remain in full force and effect. This First Amendment shall be governed by, and construed and interpreted in accordance with, the laws (excluding the choice of laws rules) of the State of Utah.

THE PARTIES have executed this First Amendment on the respective dates set forth below, to be effective as of the date first set forth above.

CAMPBELL HOLDINGS

By Mart A Campbell
Its General Partner
Date 3/16/01

State of California)
) ss.
County of Orange)

The foregoing instrument was acknowledged before me this 16th day of March, 2001, by Martin A. Campbell, the General Partner of Campbell Holdings.

(Seal)

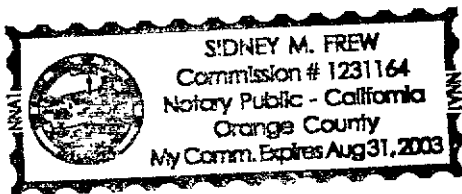
Sidney M. Frew
Notary Public

My Commission Expires:

Residing at:

August 31, 2003

Yorba Linda, California



WELLS FARGO BANK, NATIONAL ASSOCIATION

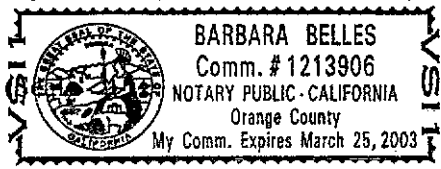
By [Signature]

Its VICE PRESIDENT

Date 3/20/2001

State of California)
) ss.
County of Orange)

The foregoing instrument was acknowledged before me this 20th day of March, 2001, by Mark Magdaleno, the Vice President of Wells Fargo Bank, National Association.



[Signature]
Notary Public

My Commission Expires:

Residing at:

March 25, 2003

Orange County, CA

KK OREM, LLC

By Wm. L. Spoor

Its Manager

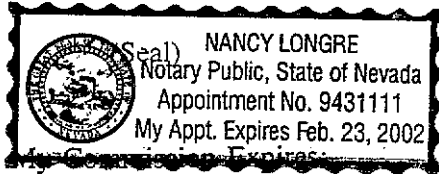
Date 4-19-01

State of Nevada)

) ss.

County of Clark)

The foregoing instrument was acknowledged before me this 19th day of April, 2001, by William Lincoln Spoor, the Manager of KK Orem, LLC.



Nancy Longre
Notary Public

Residing at:

Feb. 23, 2002

Las Vegas, NV

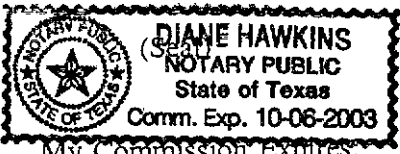
LA QUINTA INNS, INC.

By [Signature]
Its Senior Vice President-General Counsel
Date March 14, 2001

State of TEXAS)
)
County of DALLAS)

ss.

The foregoing instrument was acknowledged before me this 14th day of March,
2001, by John F. Schmutz, the Senior V.P.-General Counsel of
La Quinta Inns, Inc.



My Commission Expires:

Diane Hawkins
Notary Public

Residing at:

909 Hidden Ridge, Irving, TX 75038

GENERAL ELECTRIC CAPITAL BUSINESS ASSET FUNDING CORPORATION

By [Signature]
Its Greg Vicceli, Sr. Vice President
Date 4/27/01

State of Washington)
County of King) ss.

The foregoing instrument was acknowledged before me this 27th day of April, 2001, by Greg Vicceli, the Sr. Vice President of General Electric Capital Business Asset Funding Corporation.



[Signature]
Notary Public

My Commission Expires: 11/21/2004 Residing at: Bothell, WA

EXHIBIT A

to

FIRST AMENDMENT TO
DECLARATION OF EASEMENTS, COVENANTS AND RESTRICTIONS

PROPERTY

The Declaration covers certain real property located in Utah County, Utah, more particularly described as follows:

Common Area No. 1:

Beginning at a point located West 956.06 feet and South 838.69 feet from the North quarter corner of Section 27, Township 6 South, Range 2 East of the Salt Lake Base and Meridian, and running thence 44.87 feet West; thence 216.19 feet North $00^{\circ}58'24''$ West to beginning of a curve having a radius of 2,929.90 feet, an arc length of 49.38 feet, and a chord length of 49.37 feet, bearing South $79^{\circ}28'10''$ East; thence 207.14 feet South to the point of beginning. Contains 0.23 acres.

Common Area No. 2:

Beginning at a point located West 15.63 feet and South 887.81 feet from the North quarter corner of Section 27, Township 6 South, Range 2 East of the Salt Lake Base and Meridian, which point is the beginning of a curve having a radius of 14.50 feet, an arc length of 21.72 feet, and a chord length of 19.75 feet, bearing North $38^{\circ}25'07''$ West to the beginning of a curve having a radius of 889.59 feet, an arc length of 146.16 feet, and a chord length of 145.99 feet, bearing North $76^{\circ}38'02''$ West to the beginning of a curve whose radius is 939.35 feet, having an arc length of 230.17 feet, and a chord length of 230.13 feet, bearing North $64^{\circ}53'28''$ West to the beginning of a curve having a radius of 21.78 feet, an arc length of 12.61 feet, and a chord length of 12.43 feet, bearing North $74^{\circ}26'08''$ West; thence 11.65 feet West to the beginning of a curve having a radius of 27.00 feet, an arc length of 42.36 feet, and a chord length of 38.15 feet, bearing South $45^{\circ}20'23''$ West; thence 80.50 feet South to the beginning of a curve having a radius of 20.00 feet, an arc length of 9.69 feet, and a chord length of 9.60 feet, bearing South $13^{\circ}58'08''$ East; thence 5.18 feet South $27^{\circ}46'13''$ East; thence 35.72 feet West; thence 94.50 feet North to the beginning of a curve having a radius of 58.00 feet, an arc length of 91.02 feet, and a chord length of 81.96 feet, bearing North $45^{\circ}14'37''$ East; thence 11.37 feet East to the beginning of a curve whose radius is 52.78 feet, having an arc length of 30.21 feet, and a chord length of 29.80 feet, bearing South $74^{\circ}15'08''$ East to the beginning of a curve having a radius of 908.35 feet, an arc length of 223.10 feet, and a chord length of 222.54 feet bearing South $64^{\circ}53'28''$ East to the beginning of a curve having a radius of 858.59 feet, an arc length of 136.42 feet, and a chord length of 136.28 feet bearing South $76^{\circ}28'45''$ East to the beginning of a curve having a radius of 14.50 feet, an arc length of 24.75 feet, and a chord length of 21.85

feet bearing North 50°03'59" East; thence 3.91 feet South 01°09'51" West; thence 57.13 feet South 04°29'42" West to the point of beginning. Contains 0.41 acres.

Parcel 1:

All of Parcel 1, LAKE RIDGE DEVELOPMENT SUBDIVISION, PLAT "B", AS AMENDED, on file and of record in the Utah County Recorder's Office.

Parcel 2:

All of Lot 1, LAKE RIDGE DEVELOPMENT SUBDIVISION, PLAT "C", on file and of record in the Utah County Recorder's Office.

Parcel 2a:

All of Lot 2, LAKE RIDGE DEVELOPMENT SUBDIVISION, PLAT "C", on file and of record in the Utah County Recorder's Office.

Parcel 3:

All of Parcel 3, LAKE RIDGE DEVELOPMENT SUBDIVISION, PLAT "B", AS AMENDED, on file and of record in the Utah County Recorder's Office.

Parcel 4:

All of Lot 1, LAKE RIDGE DEVELOPMENT SUBDIVISION, PLAT "A", on file and of record in the Utah County Recorder's Office.

Parcel 5:

All of Parcel 5, LAKE RIDGE DEVELOPMENT SUBDIVISION, PLAT "B", AS AMENDED, on file and of record in the Utah County Recorder's Office.

Parcel 6:

All of Parcel 6, LAKE RIDGE DEVELOPMENT SUBDIVISION, PLAT "B", AS AMENDED, on file and of record in the Utah County Recorder's Office.

Signage Parcel:

Beginning at a point located West 429.08 feet and South 677.03 feet from the North quarter corner of Section 27, Township 6 South, Range 2 East of the Salt Lake Base and Meridian, and running thence 36.22 feet South to the beginning of a curve having a radius of 58.00 feet, an arc length of 62.73 feet, and a chord length of 59.72 feet, bearing South 31°16'21" West; thence 87.72 feet North; thence 31.00 feet South 89°09'04" East to the point of beginning. Contains 0.04 acres.