

CTIA # 165204-WTH

Tax ID #s

00-0021-6495 +

00-0021-6496

**This Instrument Prepared by
and After Recording Return to:**

Kirton McConkie
50 E. South Temple #400
Salt Lake City, UT 84111
Attn: David Wilson

PARTIAL ASSIGNMENT AND ASSUMPTION AGREEMENT
(Development Agreement – Benloch Ranch)

This Partial Assignment and Assumption Agreement (this “**Assignment**”) is effective as of January 17, 2023 (the “**Effective Date**”), by and between WASATCH FRONT INVESTMENTS, LLC, a Wyoming limited liability company (“**Assignor**”), and CACHE PRIVATE CAPITAL DIVERSIFIED FUND, LLC, a Nevada limited liability company (“**Assignee**” or “**Cache**”), whose address is 2600 W. Executive Parkway Ste. 120, Lehi, UT 84043. Assignor and Assignee are referred to herein from time to time as the “**Parties**.”

RECITALS:

- A. AJ Fireside Park City LLC, a Delaware limited liability company (“**AJ Fireside**”) and Wasatch County, a political subdivision of the State of Utah (the “**County**”), entered into that certain Benloch Ranch Development Agreement, dated June 4, 2020, recorded as Entry No. 479211 (as amended, the “**Agreement**”), which affects the real property in Wasatch County, Utah, as more particularly described in the Agreement (the “**Overall Property**”).
- B. Pursuant to that certain Partial Assignment and Assumption Agreement with an effective date of June 25, 2021, AJ Fireside assigned to Assignor, and Assignor assumed, certain right, title, and interest of AJ Fireside in 200 ERUs (as defined in the Agreement) within the real property conveyed by AJ Fireside to Assignor pursuant to that certain Special Warranty Deed filed in the Wasatch County Recorder’s office as Entry No. 502779 (the “**Cache Property**”).

- C. Pursuant to that certain Partial Assignment and Assumption Agreement with an effective date of September 15, 2021, Cache assigned to Assignor, and Assignor assumed, certain right, title, and interest of Cache in 25 ERUs (as defined in the Agreement) within the real property conveyed by Cache to Assignor pursuant to that certain Special Warranty Deed filed in the Wasatch County Recorder's office as Entry No. 507410, as more particularly described on Exhibit A (the "**Property**").
- D. On or about the date hereof, Assignee has acquired the Property from Assignor and Assignor and Assignee desire to enter into this Assignment to memorialize the transfer of the rights and obligations of 25 ERUs (as defined in the Agreement) (the "**Transferred Density Units**") as it relates to the Property.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, Assignor and Assignee hereby agree as follows:

1. Assignment. Assignor hereby transfers, assigns, and conveys unto Assignee all right, title, and interest of Assignor in and to the Agreement as it relates to the Transferred Density Units and the Property.

2. Assumption. In consideration of the foregoing assignment, Assignee hereby assumes and agrees to pay, discharge, and perform the obligations of Assignor under the Agreement arising on and after the Effective Date as it relates to the Transferred Density Units and the Property.

3. Binding Effect. This Assignment shall inure to the benefit of and be binding upon the Parties and their successors and assigns.

4. Governing Law. The laws of the State of Utah shall govern this Assignment.

[SIGNATURES ON FOLLOWING PAGES]

IN WITNESS WHEREOF, the Parties have executed this Assignment as of the Effective Date.

ASSIGNEE:

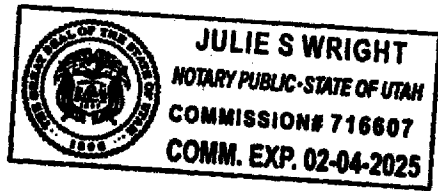
Cache Private Capital Diversified Fund, LLC,
a Nevada limited liability company

By: [Signature]
Name: D. Sean Clark
Title: MGR.

STATE OF Utah)
)§
COUNTY OF Utah)

The foregoing instrument was acknowledged before me, a notary public, on this 11th day of Jan, 2023, by D. Sean Clark, the Manager of Cache Private Capital Diversified Fund, LLC, a Nevada limited liability company.

[Signature]
Notary Public
Residing at: Utah County



ASSIGNOR:

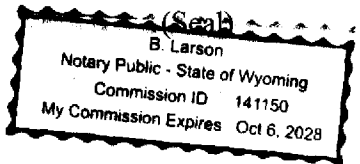
Wasatch Front Investments, LLC,
a Wyoming limited liability company

By: *Jamie Mackay*
Name: Jamie Mackay
Title: President

STATE OF Wyoming)
)§
COUNTY OF Teton)

This instrument was acknowledged before me on this 10th day of January, 2023,
by Jamie Mackay, the President of Wasatch Front Investments, LLC, a Wyoming limited liability
company.

B. Larson, Notary
Title and Rank



File No. 165204-WHF.

**EXHIBIT A
PROPERTY DESCRIPTION**

PARCEL 1:

Beginning at a the North 1/4 Corner of Section 1, Township 3 South, Range 5 East, Salt Lake Base and Meridian, and running thence along the sections line N 89°33'13" E 591.19 feet, thence S 01°05'57" W 251.99 feet, thence S 55°40'51" W 309.87 feet, thence S 64°42'53" W 61.04 feet, thence S 62°36'38" W 165.23 feet, thence S 34°36'00" W 301.34 feet to a point on a non-tangent 180.00 foot radius curve to the left, thence along arc of said curve 88.12 feet through a delta of 28°03'03" (chord bears S 57°29'12" E 87.25 feet), thence S 27°43'44" W 188.30 feet, thence N 53°22'20" W 357.75 feet, thence N 01°06'03" E 501.38 feet, thence N 05°04'14" E 269.70 feet to the section line, thence along section line N 89°33'35" E 310.30 feet to the point of beginning.

PARCEL 2:

Beginning at a point that is S 89°33'13" W 1,116.44 feet along the section line and South 2,279.92 feet from the Northeast Corner of Section 1, Township 3 South, Range 5 East, Salt Lake Base and Meridian, and running thence S 66°21'19" W 260.00 feet, thence S 64°14'46" W 188.62 feet, thence S 64°14'46" W 239.85 feet, thence S 64°14'46" W 242.17 feet, thence N 76°48'44" W 315.90 feet, thence N 09°08'00" W 511.56 feet, thence N 64°23'57" E 460.06 feet to a non-tangent 500.00 foot radius curve to the right, thence along arc of said curve 132.69 feet through a delta of 15°12'19" (chord bears S 04°45'39" E 132.30 feet), thence S 02°50'31" W 18.16 feet to a 110.00 foot radius curve to the left, thence along arc of said curve 220.20 feet through a delta of 11°41'39" (chord bears S 54°30'19" E 185.23 feet), thence N 68°08'51" E 59.44 feet to a point on a 440.00 foot radius curve to the left, thence along arc of said curve 328.98 feet through a delta of 42°50'23" (chord bears N 46°43'39" E 321.37 feet) to a point on a 500.00 foot radius reverse curve to the right, thence along arc of said curve 88.30 feet through a delta of 10°07'05" (chord bears N 30°22'01" E 88.18 feet, thence S 36°04'25" E 545.90 feet to the point of beginning.

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