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05/26/2000 03:12 PM 51.00
NANCY WORKMAN
RECORDER, SALT LAKE COUNTY, UTAH
US RECORDINGS INC
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ST. PAUL MN 55117
BY: ROJ, DEPUTY - MA 15 p.

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(US Recordings, Inc.
2925 Country Drive Ste 201
St. Paul, MN 55117)

ASSIGNMENT OF AGREEMENTS

5217038 (For Recordation in Salt Lake County, Utah Records)

~~521297~~
This Assignment of Agreements (this "Assignment") is made as of May 1, 2000
by Cable Plus Company, L.P. ("Seller"), in favor of TCI Cablevision of Utah, Inc. ("Buyer").

RECITALS

A. This Assignment is entered into pursuant to the terms of the Asset Purchase Agreement dated as of January 27, 2000 by and among the subsidiaries of AT&T Broadband, LLC, successor to Tele-Communications, Inc., that are signatories thereto and Cable Plus Holding Company, a Washington corporation, Cable Plus Communications, Inc., a Washington corporation, Cable Plus Company, L.P., a Washington limited partnership, and Cable Plus/96 L.L.C., a Washington limited liability company (the "Asset Purchase Agreement"). Capitalized terms not otherwise defined in this Assignment shall have the meanings given to such terms in the Asset Purchase Agreement.

B. Seller is a party to the agreements identified on Schedule 1, attached hereto (the "Agreements"). The Agreements are being assigned to Buyer pursuant to the terms of the Asset Purchase Agreement. The legal description of the premises related to each of the Agreements is attached hereto as Schedule 2.

C. The Agreement or a Memorandum of Agreement has been previously recorded for each of the Agreements in the records of the County as described on Schedule 3, attached hereto.

In consideration of the foregoing promises, the transactions contemplated by the Asset Purchase Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Seller hereby assigns, transfers, sells and conveys to Buyer, all of Seller's right, title and interest in, to and under the Agreements, effective as of the date hereof.

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Seller asserts, as of the date hereof, that the representations and warranties pertaining to the Agreements which are contained in Article 5 of the Asset Purchase Agreement, if qualified by materiality, are true in all respects and, if not so qualified, are true in all material respects; provided that with respect to Buyer's indemnification rights under the Asset Purchase Agreement, the representations as set forth in the Asset Purchase Agreement shall apply, all of which representations and warranties are incorporated herein by this reference as if set forth in full herein, subject to the limitations set forth in the Asset Purchase Agreement regarding the survival of, and the liability for breach of, such representations and warranties.

IN WITNESS WHEREOF, the undersigned have executed this Assignment effective as of the date first written above.

CABLE PLUS COMPANY, L.P.
By: CP HOLDINGS, INC., its general partner

By: Gary B. O'Malley
Name: Gary B. O'Malley
Title: Senior Vice President

STATE OF WASH)
) ss.
COUNTY OF KING)

The foregoing instrument was acknowledged before me this 27th day of April, 2000, by Gary B. O'Malley, as Senior Vice Pres of CP Holdings, Inc.

[Signature]
Notary Public

[SEAL]

My commission expires 3-15-04

Residing at Seattle, WA



BK8364 PG2127

Schedule 1

Cable Plus Right of Entry Agreement dated January 30, 1992 by and between GBO Communications, Inc., as Operator, and Vaughn G. Bills, Hal D. Bills, and Bonnie S. Bills, d/b/a/ American Mobile Home Park, as Owner (American Mobile Home Park, a.k.a. American Heritage).

Television Service Agreement dated December 20, 1995 by and between Cable Plus Company, L.P., successor in interest to SMS Cable Ventures, Inc., as Operator, and Irving Schoolhouse, L.C., as Owner, and Owner's Acknowledgment of Amendment to Right of Entry Agreement (Irving Schoolhouse Apartments).

Cable Plus Right of Entry Agreement and Addendum (Taylorville, UT) dated January 30, 1992, by and between GBO Communications, Inc., as Operator, and Rodger Galland and Virginia Galland as trustees of the George H. Rose Irrevocable Trusts, as Owner (Majestic Meadows).

Cable Plus Right of Entry Agreement and Addendum (Murray, UT) dated January 30, 1992, by and between GBO Communications, Inc., as Operator, and Rodger Galland and Virginia Galland as trustees of the George H. Rose Irrevocable Trusts, as Owner (Majestic Oaks).

Cable Plus Right of Entry Agreement and Addendum dated January 30, 1992, by and between JML Communications, Inc., as Operator, and SLC Meadowbrook Village MHP, Ltd., as Owner (Meadowbrook Village Mobile Home Park).

Cable Plus Right of Entry Agreement dated March 26, 1992, by and between BSA Communications, Inc., as Operator, and Ohran Coats & Associates, as Owner (Monte Vista Mobile Home Park).

Television Service Agreement dated May 13, 1996 by and between Cable Plus Company, L.P., successor in interest to SMS Cable Ventures, Inc., as Operator, and Preston Hollow, L.C., as Owner, and Owner's Acknowledgment and Amendment to Right of Entry Agreement dated October 10, 1997 (Preston Hollow Apartments).

Commercial Easement and Right of Entry Agreement dated May 15, 1990, by and between Cable Plus, as Operator, and SunArbor Apartments Limited Partnership, as Owner (Sun Arbor Apartments, a.k.a. Sky Harbor).

Commercial Easement and Right of Entry Agreement and Addendum dated May 15, 1990, by and between Cable Plus, as Operator and SunRiver Apartments Limited Partnership, as Owner (Sun River Apartments).

Schedule 2
American Mobile Home Park, a.k.a. American Heritage

Parcel 1:

Beginning at a point on the West line of Redwood Road 53.6 feet West and 290 feet North of the Southeast corner of the Northwest quarter of Section 27, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence North 443 feet; thence West 1195.32 feet to the East line of the Railroad Right of Way of S.L. & U.R.R.; thence Southerly along said Right of Way to the fence line of 3100 South Street; thence East 672 feet; thence North 257 feet; thence East 535.9 feet to the place of beginning.

PARCEL 2:

Commencing 33 feet North and 203.6 feet West from the center section of Section 27, Township 1 South, Range 1 West, Salt Lake Meridian, running thence North 257 feet; thence West 385.9 feet; thence South 257 feet; thence East 385.9 feet to the point of beginning.

PARCEL 3:

Commencing at a point 183 feet North and 203.6 feet West from the center of Section 27, Township 1 South, Range 1 West, Salt Lake Base and Meridian, and running thence North 107 feet; thence East 32 feet; thence South 107 feet; thence West 32 feet to the point of beginning.

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Schedule 2
Irving Schoolhouse Apartments

The land referred to in this policy is situated in the State of Utah, County of Salt Lake and is described as follows:

BEGINNING at the Southeast corner of Lot 2, Block 1-A, Five Acre Plat "A", Big Field Survey, which point is the intersection of the North right of way line of 2100 South Street 30.48 feet perpendicular from the 2100 South monument line, and the West right of way line of 1200 East Street, 39.34 feet perpendicular from the 1200 East monument line, the intersection of said monument lines being 1,069.089 feet South 0°01'00" East from the Salt Lake City Monument at 1200 East Street and Ramona Avenue; and running thence South 89°50'58" West 326.68 feet along said North right of way line to the East right of way line of Elizabeth Street; thence North 0°05'17" East 287.10 feet along said East right of way line; thence South 89°51'00" West 26.60 feet; thence North 0°05'17" East 432.29 feet; thence South 89°45'31" East 214.51 feet; thence South 0°05'17" West 55.00 feet; thence South 89°45'31" East 137.15 feet to said West right of way line of 1200 East Street; thence South 0°03'12" East 661.99 feet along said West right of way line to the point of BEGINNING.

NOTE: Basis of Bearing is North 89°59'39" East between the monuments in Ramona Avenue at 1100 East and 1200 East.

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Schedule 2
Majestic Meadows

BEGINNING at a point West 155.10 feet from the South quarter corner of Section 2, Township 2 South, Range 1 West, Salt Lake Base and Meridian, and running thence South $89^{\circ}52'47''$ West 468.81 feet; thence North $3^{\circ}55'32''$ West 119.38 feet; thence South $86^{\circ}20'42''$ West 174.24 feet; thence North $0^{\circ}02'17''$ West 331.67 feet; thence North $89^{\circ}33'34''$ West 664.22 feet to the East line of 1175 West Street; thence North $1^{\circ}26'30''$ East along the East line of said street 342.63 feet; thence East 219.37 feet; thence North $1^{\circ}30'00''$ East 518.25 feet to the South right of way line of Utah State Highway No. 266, which is on a curve to the right, the radius of which is South $24^{\circ}31'31''$ East 5629.70 feet; thence Easterly along the arc of said curve 572.29 feet; thence leaving said right of way line South $18^{\circ}42'03''$ East 78.07 feet to a point of a 576.00 foot radius curve to the left; thence Southeasterly along the arc of said curve 698.98 feet to a point of tangency; thence South $0^{\circ}40'$ West 33.00 feet; thence South $89^{\circ}20'$ East 40.35 feet; thence South $15^{\circ}40'$ West 41.23 feet; thence South $89^{\circ}20'$ East 645.345 feet to the West property line of the Utah Power & Light Company property; thence South $0^{\circ}34'37''$ West along said West property line 1359.69 feet; thence North $88^{\circ}56'45''$ West 361.22 feet; thence North $73^{\circ}15'$ West 273.80 feet; thence North $2^{\circ}08'37''$ East 298.43 feet to the South line of said Section 2; thence South $89^{\circ}52'47''$ West 61.81 feet to the point of BEGINNING.

LESS AND EXCEPTING therefrom, that portion lying within the bounds of Atherton Drive.

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Schedule 2
Majestic Oaks

BEGINNING at a point North 89°19'08" West along the section line 66.00 feet and North 0°41'52" East 81.51 feet from the Southeast corner of Section 2, Township 2 South, Range 1 West, Salt Lake Base and Meridian, and running thence North 87°23'30" West 670.48 feet; thence South 0°44'22" West 104.06 feet to the South line of said Section 2; thence North 89°19'08" West along said section line 1250.98 feet; thence North 0°34'37" East 1672.01 feet; thence North 20°22'22" East 328.94 feet to the South right of way line of Utah State Highway No. 266; thence North 71°33'09" East along said South line 443.97 feet; thence South 0°33'22" West 699.95 feet; thence South 70°00' East 65.00 feet; thence South 45°00' East 93.00 feet; thence South 25°00' East 129.52 feet to a point of a curve to the left; the radius point of which is North 25°00' West 517.00 feet; thence Northeasterly along the arc of said curve 304.78 feet; thence South 89°19'08" East 75.17 feet to a point on a curve to the right, the radius of which is North 62°32'02" West 583.00 feet; thence Southwesterly along the arc of said curve 194.50 feet to a point of a compound curve to the right, the radius of which is South 43°25'09" East 25.00 feet; thence Easterly along the arc of said curve 39.67 feet to a point of tangency; thence South 42°30' East 60.97 feet to a point of a 496.00 foot radius curve to the left; thence Southeasterly along the arc of said curve 272.69 feet to a point of tangency; thence South 74°00' East 521.085 feet to a point of a 294.00 foot radius curve to the right; thence Easterly and Southerly along the arc of said curve 383.294 feet to a point of tangency; thence South 0°41'52" West 584.225 feet to the point of BEGINNING.

Continued.

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EXCEPTING THEREFROM the following described real property: BEGINNING at a point North 89°19'08" West along the section line 1987.16 feet, more or less, to the East line of the Utah Power and Light Company property, from the Southeast corner of Section 2, Township 2 South, Range 1 West, Salt Lake Base and Meridian, and running thence North 0°34'37" East 1672.01 feet; thence North 20°22'22" East 328.94 feet to the South right of way line of Utah State Highway U-266; thence North 71°33'09" East along said South line 119.99 feet; thence South 18°26'51" East 110.00 feet; thence South 71°33'09" West 11.76 feet to a point of a 40.00 foot radius curve to the right, the radius point of which is North 18°26'51" West 40.00 feet; thence Southwesterly along the arc of said curve 22.19 feet to a point of a reverse curve to the left, the radius point of which is South 13°20'39" West 40.00 feet; thence Southwesterly along the arc of said curve 80.11 feet to a point of a reverse curve to the right; the radius point of which is South 78°34'52" West 40.00 feet; thence Southwesterly along the arc of said curve 22.19 feet to a point of tangency; thence South 20°22'22" West 179.17 feet to a point of a 128.00 radius curve to the left; thence Southwesterly along the arc of said curve 44.22 feet to a point of tangency; thence South 0°34'37" West 362.28 feet to a point of a 40.00 foot radius curve to the right; thence Southwesterly along the arc of said curve 22.19 feet to a point of a reverse curve to the left, the radius point of which is South 57°37'53" East 40.00 feet; thence Southerly and Easterly along the arc of said curve 64.48 feet; thence South 15°00' West 104.80 feet; thence North 89°20' West 2.25 feet; thence South 0°34'37" West 66.00 feet; thence South 89°20' East 36.45 feet; thence South 12°30' East 106.89 feet to a point on a 40.00 foot radius curve to the left, the radius point of which is South 19°40' West 40.00 feet; thence Southwesterly along the arc of said curve 98.35 feet to a point of a reverse curve to the right, the radius point of which is South 58°47'07" West 40.00 feet; thence Southeasterly along the arc of said curve 22.19 feet to a point of tangency; thence South 0°34'37" West 658.26 feet to a point of a 40.00 foot radius curve to the right; thence Southwesterly along the arc of said curve 22.19 feet to a point of a reverse curve to the left, the radius point of which is South 57°37'53" East 40.00 feet; thence Southerly and Easterly along the arc of said curve 85.42 feet; thence South 99.45 feet to the said section line; thence North 89°19'08" West along the said section line 138.965 feet to the point of BEGINNING.

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Schedule 2
Meadowbrook Village Mobile Home Park

Beginning at the Northwest corner of the Southwest quarter of Section 35, Township 1 South, Range 1 West, Salt Lake Base and Meridian; and running thence North 89°41'40" East 726.8 feet; thence South 30°42'40" East 1317.91 feet; thence South 63°37'40" East 252.21 feet to the North line of the Meadowbrook Expressway, thence along said North line South 74°12'53" West 1698.60 feet to the West line of the Southwest quarter of Section 35; thence North 0°01'52" West along said line 1700.59 feet to the point of beginning.

EXCEPTING therefrom that portion condemned by the Utah State Road Commission, in the Third District Court in and for Salt Lake County, State of Utah, Civil No. 207242. The final order of Condemnation being recorded August 21, 1974 as Entry No. 2644974 in Book 3660 at Page 271 of the Salt Lake County Recorder and more particularly describing the excepted portion as follows:

Beginning on the North right of way line of an existing county road known as Meadowbrook Expressway at a point 75 feet perpendicularly distant Northerly from the center line of said expressway at Engineer Station 39+00. Said point is approximately 1447 feet South and 921 feet East from West quarter corner of said Section 35; thence North 15°48'15" West 6.5 feet; thence North 74°11'45" East 205.66 feet to a point of tangency with a 240 foot radius curve to the left; thence Northeasterly 251.33 feet along the arc of said curve; thence North 14°11'45" East 208 feet, more or less, to a Southwesterly boundary line of the Utah Power & Light Company's tract of land; thence South 30°48' East 28.29 feet along said Southwesterly boundary line to a point 10.0 feet perpendicularly distant Easterly from the center line of said storm drain; thence South 14°11'45" West 189 feet, more or less, to a point of tangency with a 260 foot radius curve to the right; thence Southwesterly 203 feet, more or less, along the arc of said curve to said North right of way line; thence South 74°11'45" West 275 feet, more or less, to the point of beginning.

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Schedule 2
Monte Vista Mobile Home Park

COMMENCING at a point North $0^{\circ}02'30''$ along the Section Line West 1427.25 feet and South $89^{\circ}56'30''$ West 235 feet from the Southeast Corner of Section 2, Township 2 South, Range 1 West, Salt Lake Base and Meridian; and running thence South $89^{\circ}56'30''$ West 780.42 feet to the Easterly line of Atherton Drive, a point on a 550 foot radius curve to the left, thence Northerly along said curve 392.95 feet to a point on a 244.01 foot radius curve to the right, thence Northeasterly along said curve 246.34 feet to a point on a 254.60 foot radius curve to the left, thence Northeasterly along said curve 256.67 feet, thence North $17^{\circ}19'41''$ East 36.1 feet to the South line of 4700 South Street, thence North $70^{\circ}38'05''$ East 413 feet along said South line of 4700 South Street, thence North $69^{\circ}05'20''$ East 214.43 feet, thence North $80^{\circ}43'48''$ East 76.93 feet, thence South $01^{\circ}26'06''$ West 180.2 feet, thence South $04^{\circ}08'13''$ East 166.48 feet, thence South $19^{\circ}32'27''$ West 163.7 feet, thence South $06^{\circ}46'05''$ East 195.05 feet, thence South $00^{\circ}02'30''$ West 465.43 feet to the point of COMMENCEMENT.

ALSO: COMMENCING at a point North along the Section line 1427.16 and West 155.10 feet from the Southeast corner of Section 2, Township 2 South, Range 1 West, Salt Lake Base and Meridian; and running thence South 506.58 feet to a point on a curve to the left, the radius point of which is South $38^{\circ}48'$ West 327.00 feet, thence Northwesterly along the arc of said curve 134.01 feet to a point of tangency, thence North $74^{\circ}40'52''$ West 521.09 feet to a point of a 463.00 foot curve to the right, thence Northwesterly along the arc of said curve 254.55 feet to a point of tangency, thence North $43^{\circ}10'52''$ West 123.08 feet to a point on a curve to the left, the radius point of which is North $50^{\circ}15'26''$ West 550.00 feet, thence Northeasterly along the arc of said curve 107.60 feet, thence East 860.32 feet to the point of COMMENCEMENT.

Schedule 2
Preston Hollow Apartments

A Part of the Northwest Quarter of Section 6, Township 2 South, Range 1 East, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point on the West line of 300 East Street which is North 89 degrees 52'07" West 312.31 feet along the Section line from the North Quarter Corner of said Section 6, said point also being the Northeast Corner of Lot 3 (corner is not in place, location determined by previous survey) said point also being South 89 degrees 52'07" East 2335.108 feet along the Section line from the Northwest Corner of said Section 6, (monument in place, bearing base - SLCS ARP) running thence South 1 degree 04'53" West 577.00 feet to the North line of the Gordon Lane Partnership Property (formerly known as the Clarence Park property); thence North 89 degrees 53'07" West 480.30 feet; thence South 19 degrees 55'53" West 422.10 feet; thence North 71 degrees 47'07" West 120.22 feet to a point 1584.00 feet due East of the West line of said Section 6; thence North 0 degrees 06'40" West 936.90 feet parallel to said West line to the North line of said Section 6; thence South 89 degrees 52'07" East 751.09 feet along said North line to the point of beginning.

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Schedule 2

Sun Arbor Apartments, a.k.a. Sky Harbor

BEGINNING ON THE NORTH LINE OF NORTH TEMPLE STREET AT A POINT SOUTH 0°11'08" EAST ALONG THE SECTION LINE 1,827.25 FEET, MORE OR LESS, AND NORTH 89°58'38" EAST 972.665 FEET FROM THE WEST QUARTER CORNER OF SECTION 34, TOWNSHIP 1 NORTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN, SAID POINT OF BEGINNING BEING ALSO NORTH 89°58'38" EAST 972.665 FEET AND NORTH 0°11'08" WEST 65.40 FEET FROM THE SALT LAKE CITY SURVEY MONUMENT AT NORTH TEMPLE AND THE WEST LINE OF SAID SECTION 34; AND RUNNING THENCE NORTH 0°11'08" WEST 1,560.55 FEET TO THE SOUTH LINE OF MORTON MEADOWS PLAT C; THENCE SOUTH 89°51'50" EAST ALONG SAID LINE 434.06 FEET; THENCE SOUTH 0°04'28" WEST 798.72 FEET TO THE SOUTHWEST CORNER OF MORTON MEADOWS PLAT B; THENCE SOUTH 89°51'50" EAST 111.54 FEET TO THE EAST LINE OF CHAS S. DESKY'S FIFTH ADDITION; THENCE SOUTH 0°08'36" EAST ALONG SAID EAST LINE 628.81 FEET TO THE CENTERLINE OF A 13 FOOT WIDE ALLEY IN BLOCK 1 OF SAID ADDITION; THENCE SOUTH 89°58'38" WEST 226.875 FEET; THENCE SOUTH 0°08'36" EAST 131.50 FEET TO THE NORTH LINE OF NORTH TEMPLE STREET; THENCE SOUTH 89°58'38" WEST 314.53 FEET TO THE POINT OF BEGINNING.

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Schedule 2
Sun River Apartments

BEGINNING AT A POINT ON THE EAST LINE OF 1100 WEST STREET, SAID POINT LIES SOUTH 1085.56 FEET, MORE OR LESS, AND EAST 1897.33 FEET, MORE OR LESS, FROM THE WEST QUARTER CORNER OF SECTION 26, TOWNSHIP 1 SOUTH, RANGE 1 WEST, SALT LAKE BASE AND MERIDIAN, SAID POINT LIES MORE PARTICULARLY NORTH 1548.05 FEET AND WEST 725.22 FEET FROM THE SOUTH QUARTER CORNER OF SAID SECTION 26 (BASIS OF BEARING NORTH 89°38'49" EAST BETWEEN SAID SOUTH QUARTER CORNER AND A WITNESS MONUMENT TO THE SOUTHEAST CORNER OF SAID SECTION 26), SAID POINT OF BEGINNING BEING AN OLD NAIL AND WASHER FOUND IN THE CENTERLINE OF 3265 SOUTH STREET AND THE EAST LINE OF 1100 WEST STREET; AND RUNNING THENCE SOUTH 89°45'34" EAST 745.75 FEET TO AN OLD NAIL AND WASHER FOUND IN THE CENTERLINE OF 3265 SOUTH STREET TO THE NORTHWEST CORNER OF PROPERTY DESCRIBED IN ENTRY NO. 3874167, IN BOOK 5510, AT PAGE 1070 OF SALT LAKE COUNTY RECORDS; THENCE SOUTH 0°03'14" WEST ALONG THE WEST LINE OF SAID PROPERTY 509.53 FEET TO THE NORTH RIGHT OF WAY LINE OF 3300 SOUTH STREET; THENCE ALONG SAID NORTH RIGHT OF WAY NORTH 89°45'54" WEST 727.92 FEET TO THE EAST LINE OF 1100 WEST STREET; THENCE NORTH 1°57'00" WEST 509.97 FEET ALONG SAID EAST LINE TO THE POINT OF BEGINNING.

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Schedule 3

Property			Previous Recording				
Name	Address	County	Type	Date	Document Number	Book	Page
American Mobile Home Park, a.k.a. American Heritage	3040 Homecrest St., West Valley City, UT 84119	Salt Lake	Agreement	2/06/92	5195050	6407	2677-2685
Irving Schoolhouse Apartments	1155 East 2100 South, Salt Lake City, UT 84106	Salt Lake	Memorandum	7/26/96	6414099	7451	0973-0975
Majestic Meadows	4850 S. 1055 W, Taylorsville, UT 84123	Salt Lake	Agreement	2/06/92	5195051	6407	2686-2695
Majestic Oaks	4635 S 840 W, Murray, UT 84123	Salt Lake	Agreement	2/06/92	5195051	6407	2686-2695
Meadowbrook Village Mobile Home Park	1240 W Hummingbird Way, West Valley City, UT 84123	Salt Lake	Agreement	2/13/92	5198496	6410	1128-1133
Monte Vista Mobile Home Park	5795 S. 795 W. Monte Vista Dr., Salt Lake City, UT 84123	Salt Lake	Agreement	3/31/92	5227288	6434	1001-1005
Preston Hollow Apartments	4150 S 300 E, Murray, UT 84106	Salt Lake	Memorandum	7/26/96	6414098	7451	0968-0972
Sun Arbor Apartments, a.k.a. Sky Harbor	1876 W. North Temple, Salt Lake City, UT 84116	Salt Lake	Agreement	6/11/90	4927640	6227	2810-2818

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Property			Previous Recording				
Name	Address	County	Type	Date	Document Number	Book	Page
Sun River Apartments	1080 W. 3300 South, Salt Lake City, UT 84119	Salt Lake	Agreement	6/11/90	4927637	6227	2794-2802



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ASSGHT OF AGREEM

US Recordings

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