

lot 4, Main Street Commerce

Return To:
Continental Properties Company, Inc.
W134 N8675 Executive Parkway
Menomonee Falls, WI 53051

E 2040993 B 3693 P 674-682
RICHARD T. MAUGHAN
DAVIS COUNTY, UTAH RECORDER
12/27/2004 02:59 PM
FEE \$27.00 Pgs: 9
DEP RT REC'D FOR LANDMARK TITLE CO
MPANY

Tax Parcel: 10-~~233-0004~~ ²⁵¹⁻⁰⁰⁰⁴ PT

AGREEMENT

This Agreement is made this 22nd day of December, 2004, by and between CONTINENTAL 139 FUND LLC ("Continental") of W134 N8675 Executive Parkway, Menomonee Falls, County of Waukesha, State of Wisconsin, and SFP-C LIMITED PARTNERSHIP ("SFP-C") of 646 N.W. Madras Highway, Prineville, County of Crook, Oregon.

RECITALS

WHEREAS, Continental and SFP-C entered into a Real Estate Purchase and Sale Agreement with an effective date of May 28, 2004 ("Contract") to convey the property as legally described on Exhibit A attached hereto and incorporated herein to SFP-C ("SFP-C Property"); and

WHEREAS, Continental owns the property legally described on Exhibit B attached hereto and incorporated herein ("Continental Property"), and

NOW, THEREFORE, for other good and valuable consideration, Continental and SFP-C agree as follows:

1 Continental and SFP-C agree that the dimension and location of the signs to be placed on the Continental Property and SFP-C Property shall be as identified on Exhibit C (location) and Exhibit C-1 (dimension) attached hereto and incorporated herein. Neither party shall have the right to place any sign panels on the other party's property and each party must receive permission from the other party to move the signs

2. SFP-C agrees to execute an amended plat after the Closing within ten (10) days of receipt of Continental's request to execute said amended plat which shall identify the Continental Property and SFP-C Property as separate and distinct parcels and which shall be recorded in the Office of the Davis County Recorder

3. Notwithstanding anything to the contrary in the Operation and Easement Agreement between Kohl's Department Stores, Inc and Continental 139 Fund LLC recorded in the Davis County Recorder on November 14, 2003 as Document No. E1932418 ("OEA"), the parking spaces identified on Exhibit C as "Continental Exclusive Spaces" attached hereto and incorporated herein shall be exclusive to the Continental Property and no tenants, employees or invitees of the SFP-C Property shall be entitled to use the Exclusive Spaces Continental may mark their Exclusive Spaces in a manner which designates their Exclusive Use.

4. Notwithstanding anything to the contrary in the OEA, the parking spaces identified on Exhibit C as "SFP-C Exclusive Spaces" attached hereto and incorporated herein shall be exclusive to the SFP-C Property and no tenants, employees or invitees of the Continental Property shall be entitled to use the Exclusive Spaces. SFP-C may mark their Exclusive Spaces in a manner which designates their Exclusive Use.

5. Continental and SFP-C agree that the location of the main access drives as identified on Exhibit C ("Main Access Drives") attached hereto and incorporated herein shall not be changed or

LTC# 35330

modified. Continental and SFP-C further agree that the Main Access Drives shall remain open at all times, subject to temporary closings, repair and maintenance. In the event any portion of the Main Access Drives requires repair or maintenance, the party performing the repair or maintenance shall (i) provide written notice to the other party prior to commencing the repair or maintenance and (ii) such repair or maintenance shall be done in a prompt and expeditious manner so as to minimize disruption to use of the Main Access Drives.

6. To the extent permitted by governmental authorities, and applicable laws, regulations, and rules, Continental and SFP-C agree that each party shall keep its respective Property fully illuminated each day from dusk to midnight. In addition, each party shall keep its building security lights plus the lighting system located adjacent to the Main Access Drives illuminated from dusk until dawn

7. This Agreement may be executed in multiple counterparts, each of which shall have the force and effect of any original, and all of such counterparts together shall constitute one and the same Agreement.

8. This Agreement shall run with the land and be binding upon and inure to the benefit of each of the parties hereto and their respective successors and assigns.

9. Notices in demand required or permitted to be given hereunder shall be given by certified mail return receipt requested, or by a national overnight express service such as FedEx, in the case of Continental, addressed to it at W134 N8675 Executive Parkway, Menomonee Falls, WI 53051-3310 or at such other address as specified in writing by Continental and the case of SFP-C, addressed to it at 646 N W Madras Highway, Prineville, Oregon 97754 or at such other address previously specified in writing by SFP-C

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first set forth above.

CONTINENTAL 139 FUND LLC

By Continental Properties Company, Inc., its Manager

By: Daniel J. Minahan
Daniel J. Minahan, President

ACKNOWLEDGMENT

STATE OF WISCONSIN)
) ss
COUNTY OF WAUKESHA)

On the 22 day of December, 2004, personally appeared before me Daniel J. Minahan, President of Continental Properties Company, Inc., Manager of Continental 139 Fund LLC, the signer(s) of the within instrument who duly acknowledged to me that he executed the same

Jill M. Richard
Notary Public, State of Wisconsin
My Commission expires 6/18/06

JILL M. RICHARD
NOTARY PUBLIC
STATE OF WISCONSIN

EXHIBIT A

00677

SFP-C Property

A part of Lot 4 Main Street Commons Subdivision, Layton City, Davis County, Utah; according to the official plat thereof; more particularly described as follows:

A part of the Southwest Quarter of Section 17, Township 4 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

Beginning at a point on the Northerly right-of-way line of Main Street (U.S. Highway 126), which is 1417.33 North $0^{\circ}03'20''$ West along the Section line and 448.89 feet North $89^{\circ}56'40''$ East perpendicularly distant from said Section line from the Southwest corner of said Section 17; said point also being 124.92 feet South $51^{\circ}45'09''$ East along said Northerly right-of-way line of Main Street from the Southwest corner of Lot 4, Main Street Commons Subdivision, Layton City, Davis County, Utah; and running thence North $38^{\circ}14'51''$ East 253.48 feet, thence South $51^{\circ}45'09''$ East 115.83 feet; thence South $63^{\circ}20'55''$ East 39.49 feet, thence South $51^{\circ}44'27''$ East 16.33 feet; thence North $89^{\circ}54'50''$ East 38.73 feet to the West line of Lot 3 of said subdivision; thence South $0^{\circ}05'10''$ East 5.63 feet along said West line to the Southwest corner of said Lot 3, thence South $0^{\circ}03'15''$ West 81.61 feet; thence South $38^{\circ}51'57''$ West 216.89 feet to the Northerly right-of-way line of said Main Street; thence North $51^{\circ}45'09''$ West 252.84 feet along said Northerly line to the point of beginning.

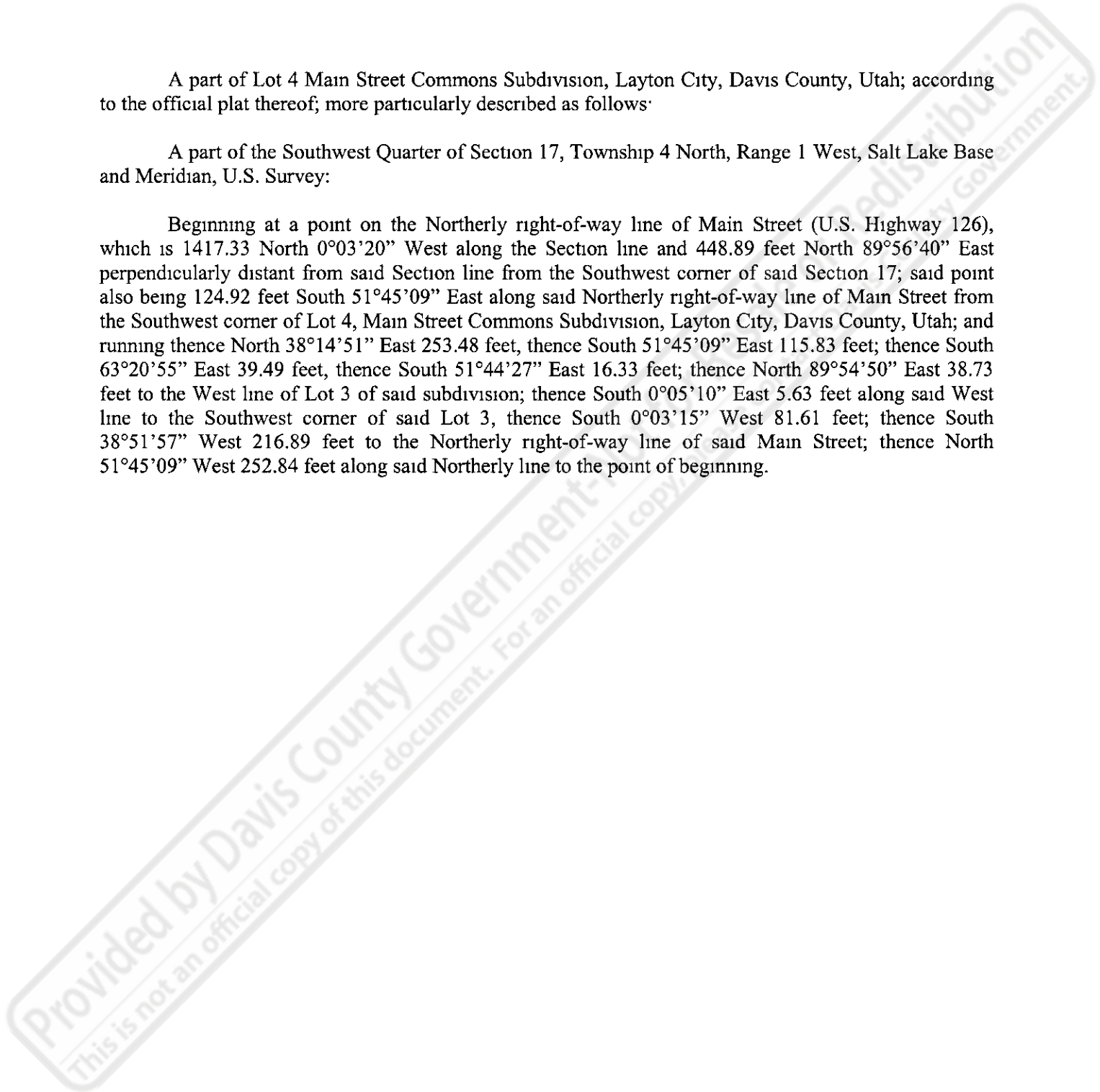


EXHIBIT BContinental Property

A part of Lot 4 Main Street Commons Subdivision, Layton City, Davis County, Utah, according to the official plat thereof; more particularly described as follows:

A part of the Southwest Quarter of Section 17, Township 4 North, Range 1 West, Salt Lake Base and Meridian, U.S. Survey:

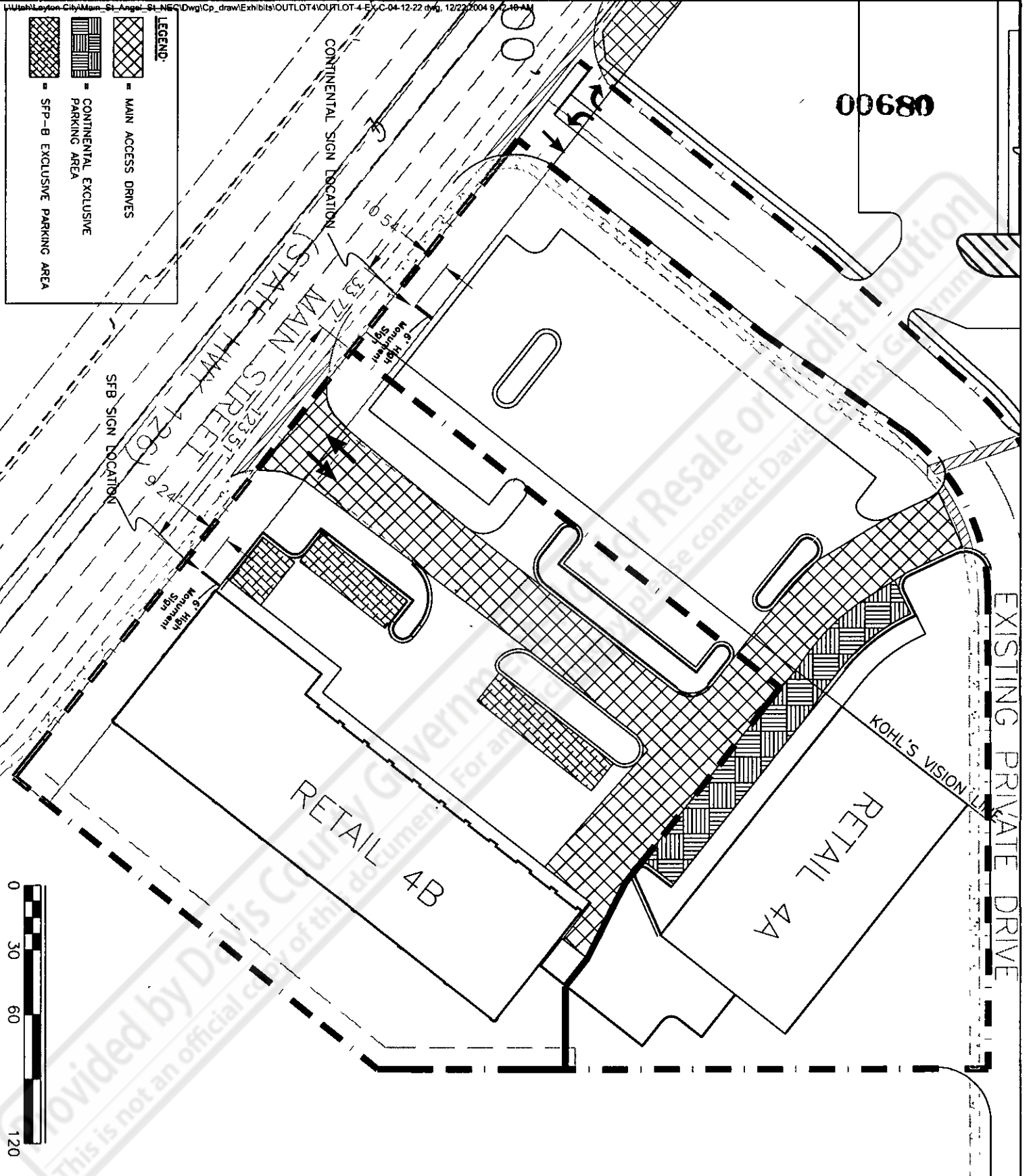
Beginning at a point on the Northerly right-of-way line of Main Street (U S. Highway 126), which is 1417.33 North 0°03'20" West along the Section line and 448.89 feet North 89°56'40" East perpendicularly distant from said Section line from the Southwest corner of said Section 17; said point also being 124.92 feet South 51°45'09" East along said Northerly right-of-way line of Main Street from the Southwest corner of Lot 4, Mam Street Commons Subdivision, Layton City, Davis County, Utah; running thence North 51°45'09" West 124.92 feet along said Northerly right-of-way line to the Southwest corner of said Lot 4 and the East right-of-way line of a private drive; thence Northeasterly along said East right-of-way line the following 4 (four) courses: North 38°14'51" East 145.00 feet; North 34°43'15" East 81 28 feet to a point of curvature; thence along the arc of a 98 00 foot radius curve to the right a distance of 88.37 feet (Central Angle equals 51°39'59" and Long Chord bears North 64°04'50" East 85.41) feet to a point of tangency; thence North 89°54'50" East 219 66 feet to the West boundary line of Lot 3, Main Street Commons Subdivision, Layton City, Davis County, Utah; thence South 0°05'10" East 196.09 feet along said West boundary line; thence South 89°54'50" West 38.73 feet, thence North 51°44'27" West 16 33 feet; thence North 63°20'55" West 39.49 feet; thence North 51°45'09" West 115.83 feet; thence South 38°14'51" West 253 48 feet to the point of beginning

Provided by Davis County Government
This is not an official copy of this document. For an official copy, please contact the County Clerk's Office.

EXHIBIT C

Provided by Davis County Government-Not for Resale or Redistribution
This is not an official copy of this document. For an official copy, please contact Davis County Government.

\\Utah\Layton\City\Main_St_Angel_St_NTC\Draw\Draw\Exhibits\OUTLOT4\OUTLOT 4 EX_C-04-12-22.dwg, 12/22/2004 9:02:16 AM



Project No
C-139

Sheet No
EX-C

NORTH

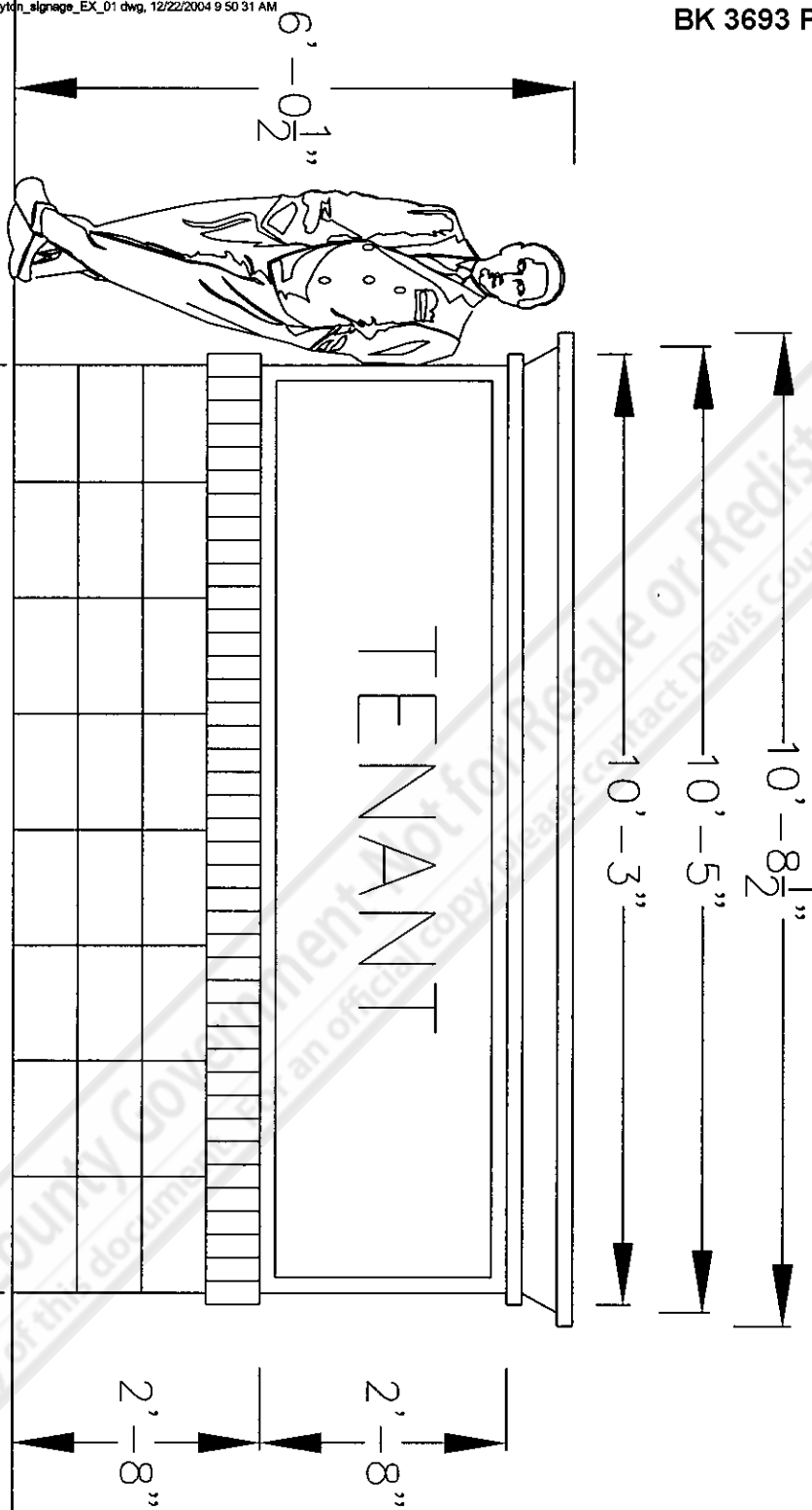
CONTINENTAL PROPERTIES
 COMPANY INC.
 P.O. Box 220, Menomonee Falls, Wisconsin 53052
 PHONE (262)502-5500 FAX (262)502-5522 E-MAIL cad_dwg@properties.com

CITY	LAYTON	STATE	UT	INITIAL DATE DRAWN	11/02/2004
STREET	NORTHEAST CORNER OF MAIN ST AND ANGEL ST				
DRAWING REFERENCE #	Main St_Angel St_NTC_EX_C				
SCALE	1/60				
DRAWN BY	JLK				

EXHIBIT C

REVISIONS		
REV	DESCRIPTION	DATE
1	ADDITION OF LEASED LINE, DIMENSIONS AND NEW SIGN LOCATION	11/08/2004 JLK
2	ADDITION OF LES SCHWAB EXCLUSIVE PARKING AREA	11/18/2004 JLK
3	CHANGE HATCHING TO MAKE MORE CLEAR ADD/EDIT TEXT	12/22/2004 JLK

00681





LOT 4 SIGN:

- 1 MAY HAVE MULTIPLE TENANT PANELS, SHOWN PANEL MAY BE DIVIDED TO ACCOMMODATE ADDITIONAL TENANTS
- 2 EACH TENANT MAY HAVE ITS OWN LOGO, FONT, COLOR ON SIGN PANEL

SCALE 1/2" = 1'

Project No
C-139

Sheet No
S EX-C-1

CONTINENTAL PROPERTIES
 COMPANY INC.
 P O Box 220, Menomonee Falls, Wisconsin 53052
 PHONE (262)502-5500 FAX (262)502-5522 E-MAIL cad_dwg@properties.com

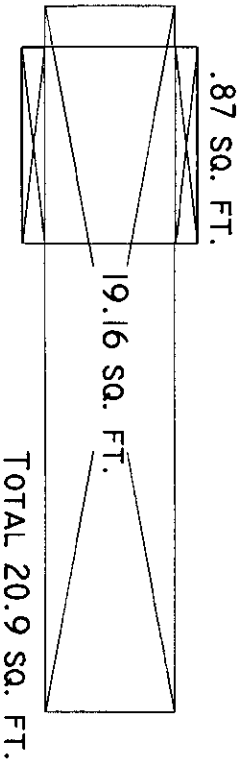
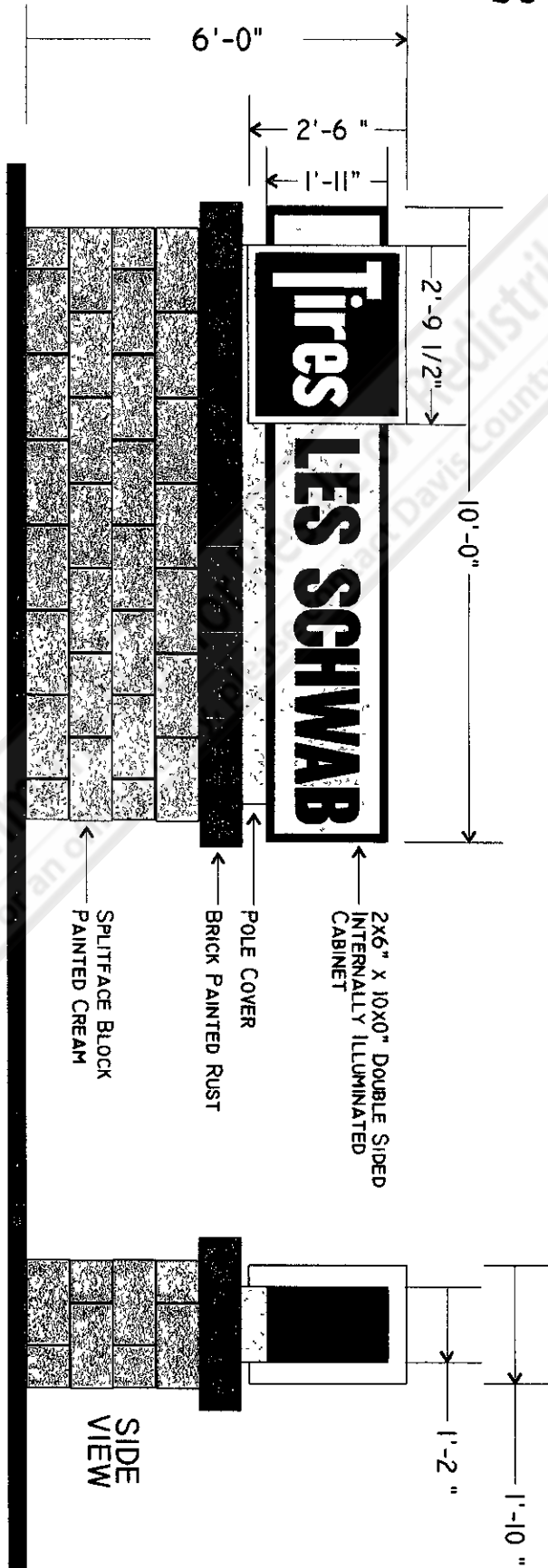
CITY	Layton	STATE	UT	INITIAL DATE DRAWN	08/17/2004
STREET	MAIN ST & ANGLL S		DRAWN BY	SLS	
DRAWING REFERENCE	MAIN_ST_ANGFL_ST_NFC/SIGNAGE/EX-01	SCALE	1/2" = 1'-0"	TITLE/FOR	---

SIGNAGE
EXHIBIT
C-1

REVISIONS		
REV	DESCRIPTION	DATE

00682

SPECIFICATIONS FOR FREESTANDING MONUMENT



NOTE:
 LES SCHWAB TO PROVIDE FOOTING, MASONRY WORK AND ENGINEERING FOR MONUMENT SIGN
 APPROVED FOOTING DETAIL, FROM SIGN PERMIT MUST BE POSTED AND FOOTING INSPECTED BY BLDG OFFICIAL BEFORE CONCRETE IS POURED

CARLSON SIGN
 P. O. BOX 524
 BEND, OREGON 97709
 541-382-2182 - PHONE
 541-382-2196 - FAX

LOCATION: LAYTON, UTAH
 DATE: 9/1/04
 SCALE: 1/4" = 1'
 PROJ. MGR: GEORGE BUNTING
 DWG BY: DARRYL COX
 FILE: LAYTONMONU

ELECTRICAL CABINET DETAIL

ITEM	SUBSTRATE	COLOR SPECIFICATION
CABINET	STEEL	LS RED
COPY	VINYL	3M HIGH PERFORMANCE BLACK
FACES	LEXAN	3M CARDINAL 230-53
		3M YELLOW 230-015

