

WHEN RECORDED, RETURN TO:

Guy P. Kroesche, Esq.  
STOEL RIVES LLP  
201 South Main Street, Suite 1100  
Salt Lake City, Utah 84111



ENT 7859:2014 PG 1 of 8  
JEFFERY SMITH  
UTAH COUNTY RECORDER  
2014 Feb 04 3:48 pm FEE 33.00 BY SS  
RECORDED FOR TITLE WEST TITLE CO

**NOTICE OF USE RESTRICTIONS**

This NOTICE OF USE RESTRICTIONS (the “*Notice*”) is executed as of the 31<sup>st</sup> day of January, 2014 (the “*Effective Date*”), in favor of IHC HEALTH SERVICES, INC., a Utah nonprofit corporation (“*Intermountain Healthcare*”), having a mailing address at 36 South State Street, 22<sup>nd</sup> Floor, Salt Lake City, Utah 84111, by CANYON CREEK COMMERCIAL CENTER L.L.C., a Utah limited liability company (“*Canyon Creek*”), located and having a mailing address at c/o Woodbury Corporation, 2733 East Parleys Way, Suite 300, Salt Lake City, Utah 84109.

A. Canyon Creek is the owner of certain real property situated in Spanish Fork City, Utah County, Utah, as more particularly described in attached *Exhibit “A”* (the “*Property*”).

B. In accordance with the terms and conditions of that certain Real Estate Exchange Agreement, dated June 25, 2010, by and between Canyon Creek’s predecessor in interest, Tenedor L.L.C., a Utah limited liability company, and Intermountain Healthcare (as amended, the “*Exchange Agreement*”), and that certain Joint Development and Maintenance Agreement of even date herewith by and between Canyon Creek and Intermountain Healthcare, a notice of which is being recorded concurrently herewith in the official records of the Utah County Recorder’s Office (the “*Joint Development and Maintenance Agreement*” and together with the Exchange Agreement, the “*Agreements*”), Canyon Creek desires to impose certain use restrictions upon the Property and its improvements for the benefit of Intermountain Healthcare, subject to and in accordance with the terms and conditions of the Agreements and this Notice.

NOW THEREFORE, in consideration of the terms, conditions, covenants and agreements set forth in the Agreements, together with the mutual benefits to be derived therefrom and herefrom, Canyon Creek hereby declares and agrees as follows:

1. Use Restrictions. The Property, together with any and all improvements now or hereafter constructed thereon (collectively, the “*Restricted Use Property*”), is, and shall be, subject to the following use restrictions (collectively, the “*Use Restrictions*”):

(a) Except with advance, written consent of Intermountain Healthcare, which may be withheld, conditioned or delayed in Intermountain Healthcare’s sole discretion, no person or entity (excluding Intermountain Healthcare or any affiliate thereof) shall use the Restricted Use Property or any part thereof for a “*Prohibited Health Care Use*” or sell, lease, assign, transfer or convey the Restricted Use Property or any part thereof to a “*Prohibited Health Care Provider*” (each as defined below).

(b) “*Prohibited Health Care Use*” shall mean any person, entity, association, facility, structure or other arrangement that provides (i) except for basic surgical services which are exclusively used for the benefit of the patients of individual physicians, dentists or other individual health care providers, which are ancillary and incidental to their practices and which are customary in the practices of similarly-situated physicians, dentists or other individual health care providers in Salt Lake County, Utah or Utah County, Utah (in any case, the “*County*”), surgical services of any kind or nature to either in-patients or out-patients by or under the supervision of physicians, medical personnel and/or other

persons or entities, including without limitation surgical centers, (ii) except for basic radiographic services which are exclusively used for the benefit of the patients of individual physicians, dentists or other individual health care providers, which are ancillary and incidental to their practices and which are customary in the practices of similarly-situated physicians, dentists or other individual health care providers in the County, radiology, radiographic, imaging, ultrasound, or x-ray services of any kind or nature to either in-patients or out-patients by or under the supervision of physicians, medical personnel and/or other persons or entities, including without limitation imaging centers, (iii) except as otherwise specified under subparagraphs (i) or (ii), above, diagnostic, therapeutic, rehabilitative, laboratory, respiratory therapy, physician therapy, or other medical or health-related services, in any case whether office or clinical, to either in-patients or out-patients by or under the supervision of physicians (or any affiliate thereof), dentists or other health care providers; diagnostic, therapeutic or rehabilitative services to either in-patients or out-patients by or under the supervision of physicians, medical personnel and/or other persons or entities, including without limitation surgical and/or imaging services of any kind or nature, (iv) residential-care or living facilities for troubled or *“at-risk”* youth, or (v) other health care services duplicative, in lieu of or competitive with health care services currently provided by or currently available through Intermountain Healthcare and/or available through health care facilities of Intermountain Healthcare in either County.

(c) *“Prohibited Health Care Provider”* shall mean, other than Intermountain Healthcare (or any affiliate thereof), (i) an acute care hospital provider (e.g. Columbia/HCA) or any subsidiary or affiliate thereof, (ii) except for a County health-care office facility, which is operated by the County and which only provides administrative and other health-care services other than any Prohibited Health Care Use, any organization or entity for medically-related nonprofit or tax-exempt purposes, or (iii) a health care provider, a physician or physician group (or an entity controlled thereby) and/or any person engaged in, or any entity formed, organized or existing for purposes of, any Prohibited Health Care Use.

2. Term of Use Restrictions. The Use Restrictions shall constitute continuing covenants running with the Restricted Use Property and shall bind Canyon Creek, its successors and assigns, and shall inure to the benefit of Intermountain Healthcare, its successors and assigns, but only so long as the Restricted Use Property or any part thereof is used to provide health care services and/or any ancillary, incidental or related uses (individually and collectively, *“Health Care Use”*). If at any time the entire Restricted Use Property ceases to be used for any Health Care Use, these Use Restrictions shall automatically terminate. The terms and conditions of the Use Restrictions as set forth in the Agreements, together with the rights and remedies in favor of Intermountain Healthcare in that regard, are incorporated herein by this reference and reference should be made to each of the Agreements for the particular terms and conditions thereof.

3. Waiver. Failure to enforce any provision of this Notice or, as and to the extent applicable, the Agreements, does not waive the right to enforce that provision, or any other provision of this Notice or, as and to the extent applicable, the Agreements.

4. Priority. Except as otherwise agreed by Intermountain Healthcare (excluding, however, any monetary encumbrances arising by, through or under Canyon Creek or any affiliate thereof), the Use Restrictions specified herein shall be subject to no prior liens, claims, conditions, restrictions, or encumbrances or other exceptions to title, except real property taxes not yet due and payable.


*[signature and acknowledgment page(s) follow]*

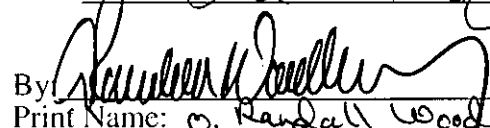
IN WITNESS WHEREOF, Indemnitor has executed and delivered this Notice as of the Effective Date.

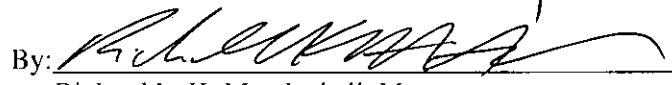
CANYON CREEK COMMERCIAL CENTER L.L.C., a Utah limited liability company

By: TENEDOR L.L.C., a Utah limited liability company  
Its Manager

By: Woodbury Corporation, a Utah corporation  
Its Manager

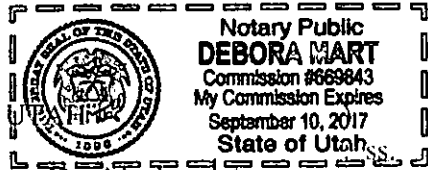
By:   
Print Name: Jeffrey K. Woodbury  
Title: Vice President

By:   
Print Name: C. Randall Woodburn  
Title: President

By:   
Richard L. K. Mendenhall, Manager

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

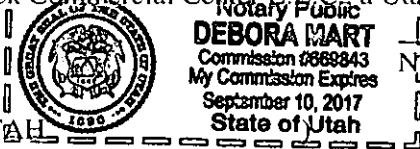
The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of January, 2014, by Jeffrey K. Woodbury the Vice President of Woodbury corporation, a Utah corporation, which is the Manager of Tenedor L.L.C., a Utah limited liability company, which is the Manager of Canyon Creek Commercial Center L.L.C., a Utah limited liability company.



[Signature]  
Notary Signature and Seal

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

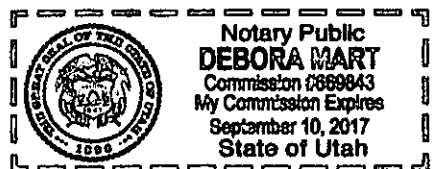
The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of January, 2014, by D. Randall Woodbury the President of Woodbury corporation, a Utah corporation, which is the Manager of Tenedor L.L.C., a Utah limited liability company, which is the Manager of Canyon Creek Commercial Center L.L.C., a Utah limited liability company.



[Signature]  
Notary Signature and Seal

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

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of January, 2014, by Richard L.K. Mendenhall, the Manager of Tenedor L.L.C., a Utah limited liability company, which is the Manager of Canyon Creek Commercial Center L.L.C., a Utah limited liability company.



[Signature]  
Notary Signature and Seal

[Handwritten mark]

*Exhibit "A"**(Legal Description of the Property)*

Real property situated in Utah County, State of Utah, more particularly described and generally depicted as follows:

**PARCEL "A"**

A portion of the Northeast Quarter of Section 18, Township 8 South, Range 3 East, Salt Lake Base and Meridian described as follows:

Beginning at a point located S0°18'06"E along the Section Line 1021.69 feet and West 808.40 feet from the Northeast Corner of Section 18, Township 8 South, Range 3 East, Salt Lake Base and Meridian; thence S45°35'11"W 546.27 feet; thence N49°17'14"W 12.36 feet; thence N44°24'49"W 227.87 feet; thence N29°03'09"W 68.30 feet; thence N44°24'49"W 461.79 feet; thence S68°52'54"W 41.58 feet; thence N45°35'11"E 556.85 feet; thence along the arc of a 313.50 foot radius non-tangent curve (radius bears: S27°27'12"W) to the right 99.22 feet through a central angle of 18°07'59" (chord: S53°28'48"E 98.80 feet); thence S44°24'49"E 681.71 feet; thence along the arc of a 5.00 foot radius curve to the right 7.85 feet through a central angle of 90°00'00" (chord: S0°35'11"W 7.07 feet) to the point of beginning.

Contains: ±9.73 Acres

**PARCEL "B"**

A portion of the Northeast Quarter of Section 18, Township 8 South, Range 3 East, Salt Lake Base and Meridian described as follows:

Beginning at a point located S0°18'06"E along the Section Line 1666.84 feet and West 189.29 feet from the Northeast Corner of Section 18, Township 8 South, Range 3 East, Salt Lake Base and Meridian; thence S55°15'38"W 60.74 feet; thence S45°35'11"W 422.64 feet; thence N55°08'59"W 83.33 feet; thence N44°54'31"W 181.70 feet; thence N33°02'50"E 15.83 feet; thence N48°37'41"W 15.95 feet; thence S47°52'29"W 19.22 feet; thence N44°24'49"W 264.76 feet; thence N62°34'24"W 75.66 feet; thence N44°24'49"W 133.15 feet; thence N49°17'14"W 16.85 feet; thence N45°35'11"E 538.88 feet; thence along the arc of a 2.50 foot radius curve to the right 3.93 feet through a central angle of 90°00'00" (chord: S89°24'49"E 3.54 feet); thence S44°24'49"E 638.17 feet; thence along the arc of a 832.00 foot radius curve to the right 140.48 feet through a central angle of 9°40'27" (chord: S39°34'35"E 140.31 feet) to the point of beginning.

Contains: ±9.17 Acres

**PARCEL "C"**

A portion of the Northeast Quarter of Section 18, Township 8 South, Range 3 East, Salt Lake Base and Meridian described as follows:

Beginning at a point located S0°18'06"E along the Section Line 1426.48 feet and West 1223.69 feet from the Northeast Corner of Section 18, Township 8 South, Range 3 East, Salt Lake Base and Meridian; thence S45°35'11"W 356.26 feet; thence N88°35'15"W 375.27 feet; thence N88°43'22"W 533.18 feet; thence N44°24'59"W 287.23 feet; thence along the arc of a 1181.99 foot radius curve to the left 197.41 feet through a central angle of 9°34'09" (chord: N49°12'04"W 197.18 feet); thence North 17.63 feet; thence N30°38'41"E 1398.45 feet; thence S8°48'15"E 0.42 feet; thence along the arc of a 387.00 foot radius curve to the left 13.44 feet through a central angle of 1°59'24" (chord: S9°47'57"E 13.44 feet); thence S77°12'43"W 5.18 feet; thence S30°31'18"W 168.14 feet; thence S31°18'16"W 119.18 feet; thence S20°57'54"W 44.07 feet; thence S6°02'03"W 86.32 feet; thence S8°22'55"E 19.40 feet; thence S27°39'47"E 51.71 feet; thence S38°54'56"E 80.07 feet; thence S39°46'58"E 59.63 feet; thence S43°04'12"E 209.93 feet; thence S53°31'31"E 34.41 feet; thence S44°31'47"E 56.83 feet; thence S41°08'55"E 41.77 feet; thence S36°15'20"E 31.27 feet; thence N67°32'50"E 97.14 feet; thence

S44°24'49"E 431.65 feet; thence S40°53'53"E 66.73 feet; thence S44°24'49"E 227.87 feet; thence S39°23'50"E 12.37 feet to the point of beginning.

Contains: ±23.45 Acres

**PARCEL "D"**

A portion of the Northeast Quarter of Section 18, Township 8 South, Range 3 East, Salt Lake Base and Meridian described as follows:

Beginning at a point located S0°18'06"E along the Section Line 2421.01 feet and West 1136.95 feet from the Northeast Corner of Section 18, Township 8 South, Range 3 East, Salt Lake Base and Meridian; thence S45°35'11"W 32.65 feet; thence N44°52'42"W 50.95 feet; thence S45°07'18"W 333.48 feet; thence S44°52'42"E 35.00 feet; thence S45°07'18"W 189.53 feet; thence N45°07'17"W 647.10 feet; thence N45°35'11"E 563.76 feet; thence S44°24'49"E 658.75 feet to the point of beginning.

Contains: ±8.03 Acres

**PARCEL "E"**

A portion of the Northwest Quarter and Northeast Quarter of Section 18, Township 8 South, Range 3 East, Salt Lake Base and Meridian described as follows:

Beginning at a point on the southerly right-of-way line of Kirby Lane being located South 1343.43 feet and West 65.29 feet from the North 1/4 Corner of Section 18, Township 8 South, Range 3 East, Salt Lake Base and Meridian (Basis of Bearing: S0°18'06"E along the Section Line from the Northeast Corner to the East 1/4 Corner of said Section 18); thence along the southerly right-of-way line of Kirby Lane as defined on that dedication plat filed in the office of the Utah County Recorder, Map No. 2424 (Entry No. 27195:1979) the following two (2) courses: along the arc of a 1125.99 foot radius non-tangent curve to the right (radius bears: S38°08'39"W) 146.20 feet through a central angle of 7°26'22" (chord: S48°08'10"E 146.10 feet); thence S44°24'59"E 248.90 feet; thence S45°35'01"W 298.31 feet to the northerly right-of-way line of US Highway 6; thence N44°32'13"W along said right-of-way line 102.43 feet; thence N0°15'59"E 411.06 feet to the point of beginning.

Contains: ±1.72 Acres

**PARCEL "F"**

A portion of the Northeast Quarter of Section 18, Township 8 South, Range 3 East, Salt Lake Base and Meridian described as follows:

Beginning at a point located S0°18'06"E along the Section Line 1937.58 feet and West 1301.83 feet from the Northeast Corner of Section 18, Township 8 South, Range 3 East, Salt Lake Base and Meridian; thence S45°35'11"W 204.39 feet; thence N44°24'49"W 196.28 feet; thence N45°35'11"E 204.39 feet; thence S44°24'49"E 196.28 feet to the point of beginning.

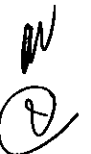
Contains: ±0.92 Acres

**PARCEL "G"**

A portion of the Northeast Quarter of Section 18, Township 8 South, Range 3 East, Salt Lake Base and Meridian described as follows:

Beginning at a point located S0°18'06"E along the Section Line 1637.77 feet and West 994.24 feet from the Northeast Corner of Section 18, Township 8 South, Range 3 East, Salt Lake Base and Meridian; thence S45°35'11"W 258.39 feet; thence N44°24'49"W 196.28 feet; thence N45°35'11"E 231.39 feet; thence S39°23'50"E 15.34 feet; thence S44°24'49"E 141.06 feet; thence along the arc of a 21.00 foot radius non-tangent curve to the right (radius bears: S40°22'58"E) 23.79 feet through a central angle of 64°53'45" (chord: N82°03'54"E 22.53 feet); thence S65°29'13"E 28.44 feet to the point of beginning.

Contains: ±1.05 Acres



**PARCEL "H"**

A portion of the Northeast Quarter of Section 18, Township 8 South, Range 3 East, Salt Lake Base and Meridian described as follows:

Beginning at a point located S0°18'06"E along the Section Line 2163.00 feet and West 431.18 feet from the Northeast Corner of Section 18, Township 8 South, Range 3 East, Salt Lake Base and Meridian; thence S45°35'11"W 713.87 feet; thence N44°52'42"W 308.69 feet; thence N45°35'11"E 32.65 feet; thence N44°24'49"W 658.75 feet; thence N45°35'11"E 14.34 feet; thence S44°24'49"E 196.28 feet; thence N45°35'11"E 204.39 feet; thence N44°24'49"W 196.28 feet; thence N45°35'11"E 170.00 feet; thence S44°24'49"E 196.28 feet; thence N45°35'11"E 277.00 feet; thence S44°24'49"E 574.00 feet; thence N45°35'11"E 18.00 feet; thence S44°24'49"E 197.16 feet to the point of beginning.

Contains: ±12.92 Acres

**PARCEL "I"**

Beginning at a point in the westerly right-of-way line of Highway 6, located N0°18'06"W along the Section Line 127.30 feet and West 2221.40 feet from the East 1/4 Corner of Section 18, Township 8 South, Range 3 East, Salt Lake Base and Meridian; thence S44°32'13"E along said westerly right-of-way line 447.87 feet; thence southwesterly along the arc of a 28.00 foot radius non-tangent curve to the right (radius bears: S83°38'46"W) 25.32 feet through a central angle of 51°49'01" (chord: S19°33'16"W 24.47 feet); thence S45°27'47"W 38.05 feet; thence along the arc of a 180.00 foot radius curve to the left 141.01 feet through a central angle of 44°53'01" (chord: S23°01'16"W 137.43 feet); thence S0°34'46"W 322.82 feet; thence N89°32'54"W 386.36 feet; thence N0°22'09"E 668.42 feet; thence N44°40'41"E 186.44 feet; thence northeasterly along the arc of a 50.00 foot radius non-tangent curve to the right (radius bears: S45°00'15"E) 33.05 feet through a central angle of 37°52'22" (chord: N63°55'56"E 32.45 feet) to the point of beginning.

Contains: ±6.64 Acres

**PARCEL "J"**

Beginning at a point in the westerly right-of-way line of Highway 6, located South 494.27 feet and West 1612.98 feet from the East 1/4 Corner of Section 18, Township 8 South, Range 3 East, Salt Lake Base and Meridian (Basis of bearing: N0°18'06"W along the Section Line from the East 1/4 Corner to the Northeast Corner of said Section 18); ; thence N89°50'29"W 323.79 feet; thence N0°34'46"E 124.55 feet; thence along the arc of a 116.00 foot radius curve to the right 90.87 feet through a central angle of 44°53'01" (chord: N23°01'16"E 88.56 feet); thence N45°27'47"E 42.07 feet; thence along the arc of a 33.50 foot radius curve to the right 18.99 feet through a central angle of 32°28'51" (chord: N61°42'12"E 18.74 feet) to the westerly right-of-way line of Highway 6; thence S44°32'13"E along said westerly right-of-way line 344.19 feet to the point of beginning.

Contains: ±1.07 Acres

