

Mary Ann Trussell, Summit County Utah Recorder

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By FIRST AMERICAN TITLE INSURANCE COMPANY  
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**ASSIGNMENT OF DECLARANT'S RIGHTS**

RECORDING REQUESTED BY AND  
WHEN RECORDED MAIL TO:

K&L Gates LLP  
134 Meeting Street, Suite 200  
Charleston, SC 29401  
Attn: David Gieg, Esq.

Tax Parcel Nos: See Exhibit A

FIRST AMERICAN TITLE  
# 699909

**ASSIGNMENT AND ASSUMPTION OF DECLARANT'S RIGHTS**

THIS ASSIGNMENT AND ASSUMPTION OF DECLARANT'S RIGHTS (this "Assignment"), is made as of December 23, 2014 (the "Effective Date"), by and among MORINDA PROPERTIES ESCALA LODGES, LC, a Utah limited liability company ("MPEL"), MORINDA PROPERTIES WEIGHT PARCEL, LLC, a Utah limited liability company ("MPWP" and, together with MPEL, collectively, "Assignor"); and ESCALA PARK CITY, LLC, a Delaware limited liability company ("Assignee").

WHEREAS, Assignor owns certain real property located in Park City, Summit County, Utah, and more particularly described in Exhibit A attached hereto (the "Property");

WHEREAS, Assignor previously transferred certain developmental and other rights in the Property to Sunrise Park City, LLC pursuant to that certain Assignment of Developmental Rights and Other Declarants' Rights and Assumption of Declarant Liabilities dated May 3, 2012;

WHEREAS, Assignor has transferred its interest in the Property to Assignee pursuant to that certain Special Warranty Deeds dated as of the Effective Date; and

WHEREAS, Assignor is also assigning to Assignee, all of its remaining rights as the Declarant under the Second Amended and Restated Declaration of Condominium for Escala Lodges Condominiums, as recorded May 3, 2012, in the Office of the Summit County Recorder, as Entry No. 944746, Book 2126, Page 1906, and the First Amendment to Second Amended and Restated Declaration of Condominium for Escala Lodges Condominiums recorded May 17, 2012, in the Office of the Summit County Recorder, as Entry No. 945466, Book 2128, Page 1223 (as said Declaration may have heretofore been amended or supplemented) (collectively, the "Condominium Declaration"), and Assignee has agreed to assume the obligations under said Condominium Declaration, arising from and after the Effective Date.

NOW, THEREFORE, in consideration of the foregoing premises, the promises and covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties do hereby agree as follows:

I. ASSIGNMENT AND ASSUMPTION OF DECLARANT RIGHTS

1.1 Assignment and Assumption. As of the Effective Date, Assignor hereby assigns to Assignee all of Assignor's remaining rights as the Declarant under the Condominium Declaration, including, without limitation, (a) all of Assignor's Escala Lodges Developmental Rights, as defined in Section 1.32 of the Declaration; (b) the Right to Create a Shared Ownership Program in Phase 1 as

defined in Section 19.3 of the Declaration; (c) Assignors' right to utilize all Excess Project Density associated with Phase 1 and Phase 2, pursuant to Section 18.8 of the Declaration; and (d) all other rights, title, and interest of any type or description whatsoever of Assignor as Declarant under the Declaration, the Property's other Governing Documents, and/or the Act, to the extent that they relate in any possible manner whatsoever, directly or indirectly, to Phase 1, Phase 2 and the Excess Project Density. Assignee hereby acknowledges its obligations under the Condominium Declaration and Assignee hereby assumes, agrees to be bound by and agrees to perform, all of the obligations of Assignor as the Declarant under the Condominium Declaration arising from and after the Effective Date, in accordance with the terms of the Condominium Declaration.

## II. BINDING ON SUCCESSORS AND ASSIGNS

2.1 Assignor. All the covenants and agreements of Assignor herein contained shall apply to and bind Assignor and Assignor's executors, agents, administrators, representatives, heirs, invitees, successors and assigns.

2.2 Assignee. All the covenants and agreements of Assignee herein contained shall apply to and bind Assignee and Assignee's executors, agents, administrators, personal representatives, heirs, invitees, successors and assigns.

2.3 Use of Term. The term "Assignee" as used in this Assignment shall mean and include Assignee's successors and assigns.

## III. MISCELLANEOUS

3.1 Identity of Assignee. The name and address of Assignee is as follows:

Escala Park City, LLC  
300 Crescent Court, Suite 1100  
Dallas, Texas 75201  
Attn: Grant Ferrell, Managing Director

3.2 Counterparts. This Assignment may be executed in one (1) or more counterparts, all of which together shall constitute a single agreement and each of which shall be an original for all purposes.

3.3 Governing Law. This Assignment shall be governed by, interpreted under and construed and enforced in accordance with the laws of the State of Utah.

*[Next page is signature page]*





ASSIGNEE:

ESCALA PARK CITY, LLC,  
a Delaware limited liability company

By: CCP Sunrise Holdings, L.L.C.  
Its: Sole Member

By: [Signature]  
Name: Ben Langworthy  
Its: Authorized Signatory

**ACKNOWLEDGMENT**

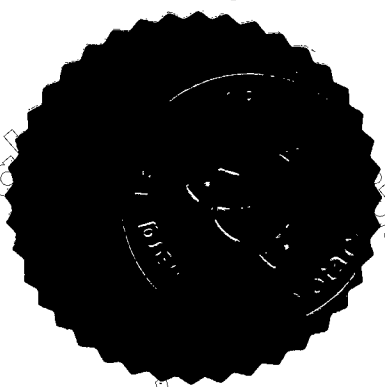
STATE OF England  
)  
) :ss.  
COUNTY OF London )

The foregoing instrument was acknowledged before me this 18 day of December, 2014,  
by Ben Langworthy, the Authorized Signatory of ESCALA PARK CITY, LLC, a Delaware limited  
liability company.

[Signature]  
NOTARY PUBLIC  
Residing at: \_\_\_\_\_

My Commission Expires:  
At least

EDWARD YOUNG - NOTARY PUBLIC  
EDWARD YOUNG  
9 Carlos Place London W1K 3AT  
44 (0) 20 7499 2605  
www.notarypublicinlondon.com  
notary@notarypublicinlondon.com



[Signature Page to Assignment and Assumption of Declarant's Rights]

EXHIBIT A

TO  
ASSIGNMENT AND ASSUMPTION OF DECLARANT'S RIGHTS

THE FOLLOWING UNITS IN BUILDINGS 1, 2 AND 3, ESCALA LODGES CONDOMINIUMS, as the same are identified in that certain Amended and Restated Condominium Plat for Escala Lodges Condominiums recorded January 28, 2009 in the Office of the Summit County Recorder, as Entry No. 863831, and the Weight Townhouse Subdivision, recorded February 26, 2013, in the Office of the Summit County Recorder, as Entry No. 964263 (as said Plat may have heretofore been amended or supplemented), and in the Second Amended and Restated Declaration of Condominium for Escala Lodges Condominiums, as recorded May 3, 2012, in the Office of the Summit County Recorder, as Entry No. 944746, Book 2126, Page 1906, as amended by the First Amendment to Second Amended and Restated Declaration of Condominium for Escala Lodges Condominiums recorded May 17, 2012, in the Office of the Summit County Recorder, as Entry No. 945466, Book 2128, Page 1223, and as further amended by the Second Amendment to Second Amended and Restated Declaration of Condominium for Escala Lodges Condominiums as recorded October 23, 2012, in the Office of the Summit County Recorder, as Entry No. 955818, Book 2152, Page 1800 (as said Declaration may have heretofore been amended or supplemented).

TOGETHER WITH the undivided ownership interest in and to the Common Areas and Facilities which are appurtenant to said Units and as more particularly described in said Declaration (as said Declaration may have heretofore been amended or supplemented).

The individual Units and the Limited Common Area Units appurtenant to such Units are listed below:

Residential Units:

Unit No.	Unit Type	Sq.Ft.	Building	Use	Tax Id Nos.
138	C8	2125	2	Residence	ESCLAL-138-AM
141	B6	1740	3	Residence	ESCLAL-141-AM
142	A1	680	3	Residence	ESCLAL-142-AM
144	B4	1255	3	Residence	ESCLAL-144-AM
148	A2 ADA	935	3	Residence	ESCLAL-148-AM
149	C6	2405	3	Residence	ESCLAL-149-AM
150	B9	1670	3	Residence	ESCLAL-150-AM
154	C7	2325	3	Residence	ESCLAL-154-AM
201	C9	2025	1	Residence	ESCLAL-201-AM
209	B5	1515	1	Residence	ESCLAL-209-AM
219	B2 ADA	1850	1	Residence	ESCLAL-219-AM
225	C9 ADA	2026	2	Residence	ESCLAL-225-AM

Unit No.	Unit Type	Sq.Ft.	Building	Use	Tax Id Nos.
238	C9	2026	2	Residence	ESCLAL-238-AM
241	C9 ADA	2030	3	Residence	ESCLAL-241-AM
242	A1	680	3	Residence	ESCLAL-242-AM
244	B4	1255	3	Residence	ESCLAL-244-AM
248	A2	935	3	Residence	ESCLAL-248-AM
250	B9	1670	3	Residence	ESCLAL-250-AM
254	C9	2030	3	Residence	ESCLAL-254-AM
301	C9 ADA	1956	1	Residence	ESCLAL-301-AM
321	C9 ADA	2025	1	Residence	ESCLAL-321-AM
338	C2	2495	2	Residence	ESCLAL-338-AM
341	C9 ADA	2025	3	Residence	ESCLAL-341-AM
348	A2 ADA	935	3	Residence	ESCLAL-348-AM
350	B9	1670	3	Residence	ESCLAL-350-AM
353	B7	1556	3	Residence	ESCLAL-353-AM
354	D2	2820	3	Residence	ESCLAL-354-AM
401	C9	2025	1	Residence	ESCLAL-401-AM
451	C6	2405	3	Residence	ESCLAL-451-AM
508	D1	2710	1	Residence	ESCLAL-508-AM
145	C1 LOFT	2220	3	Residence	ESCLAL-145-AM
232	C1 LOFT	2220	2	Residence	ESCLAL-232-AM
317	C1 LOFT	2220	3	Residence	ESCLAL-317-AM
513	C3	2745	3	Residence	ESCLAL-513-AM

**Commercial Units:**

Unit No.	Unit Type	Sq.Ft.	Building	Use	Tax Id No.
C-5	Commercial	208	1	Back of House Offices Mgmt	ESCLAL-C-5-AM
C-6	Commercial	201	1	Back of House Offices Mgmt	ESCLAL-C-6-AM
C-7	Commercial	95	1	Back of House Offices Mgmt	ESCLAL-C-7-AM
C-8	Commercial	133	1	Back of House Offices Mgmt	ESCLAL-C-8-AM
C-12	Commercial	1245	1	Ski Valet	ESCLAL-C-12-AM
C-16	Commercial	114	1	Accounting	ESCLAL-C-16-AM
C-17	Commercial	426	1	Accounting	ESCLAL-C-17-AM
C-23	Commercial	2707	1	Unfinished Space	ESCLAL-C-23-AM
C-26	Commercial	1237	2	Convention Space	ESCLAL-C-26-AM
C-56	Commercial	101	1	Housekeeping	ESCLAL-C-56-AM
C-57	Commercial	68	3	Housekeeping	ESCLAL-C-57-AM
SC-1	Support Commercial	118	1	Ballroom Storage	ESCLAL-SC-1-AM

Unit No.	Unit Type	Sq.Ft.	Building	Use	Tax Id No.
SC-5	Support Commercial	107	1	Phone closet	ESCLAL-SC-5-AM
SC-57	Support Commercial	210	1	Hotel Storage	ESCLAL-SC-57-AM
SC-58	Support Commercial	250	1	Linen Storage	ESCLAL-SC-58-AM
SC-59	Support Commercial	213	3	Wood shop	ESCLAL-SC-59-AM
S-1	Storage	39	2	Hotel Storage	Esclal-S-1-AM
S-2	Storage	38	2	Hotel Storage	Esclal-S-2-AM
S-3	Storage	37	2	Hotel Storage	Esclal-S-3-AM
S-4	Storage	33	2	Hotel Storage	Esclal-S-4-AM
S-5	Storage	42	2	Hotel Storage	Esclal-S-5-AM
S-6	Storage	36	2	Hotel Storage	Esclal-S-6-AM
S-7	Storage	35	2	Hotel Storage	Esclal-S-7-AM
S-8	Storage	35	2	Hotel Storage	Esclal-S-8-AM
S-9	Storage	67	2	Building Materials	Esclal-S-9-AM
S-10	Storage	62	2	Building Materials	Esclal-S-10-AM
S-11	Storage	38	2	Building Materials	Esclal-S-11-AM
S-12	Storage	40	2	Building Materials	Esclal-S-12-AM
S-13	Storage	40	2	Building Materials	Esclal-S-13-AM
S-14	Storage	40	2	Building Materials	Esclal-S-14-AM
S-15	Storage	40	2	Building Materials	Esclal-S-15-AM
S-16	Storage	40	2	Building Materials	Esclal-S-16-AM
S-17	Storage	40	2	Building Materials	Esclal-S-17-AM
S-18	Storage	64	2	Building Materials	Esclal-S-18-AM
S-19	Storage	35	2		Esclal-S-19-AM
S-20	Storage	33	2		Esclal-S-20-AM
S-21	Storage	33	2		Esclal-S-21-AM
S-22	Storage	32	2		Esclal-S-22-AM
S-23	Storage	39	2		Esclal-S-23-AM
S-24	Storage	33	2		Esclal-S-24-AM
S-25	Storage	33	2		Esclal-S-25-AM
S-26	Storage	42	2		Esclal-S-26-AM
S-27	Storage	36	2		Esclal-S-27-AM
S-28	Storage	39	2		Esclal-S-28-AM
S-29	Storage	39	2		Esclal-S-29-AM
S-30	Storage	39	2		Esclal-S-30-AM
S-31	Storage	31	2		Esclal-S-31-AM
S-32	Storage	32	2		Esclal-S-32-AM
S-33	Storage	34	2		Esclal-S-33-AM
S-34	Storage	32	2		Esclal-S-34-AM
S-35	Storage	32	2	Private Unit Storage	Esclal-S-35-AM



Unit No.	Unit Type	Sq.Ft.	Building	Use	Tax Id No.
S-36	Storage	33	2	Private Unit Storage	Esclal-S-36-AM
S-37	Storage	33	2	Private Unit Storage	Esclal-S-37-AM
S-38	Storage	33	2	Private Unit Storage	Esclal-S-38-AM
S-39	Storage	33	2	Private Unit Storage	Esclal-S-39-AM
S-40	Storage	33	2	Private Unit Storage	Esclal-S-40-AM
S-41	Storage	33	2	Hotel Storage	Esclal-S-41-AM
S-42	Storage	33	2	Hotel Storage	Esclal-S-42-AM
S-43	Storage	33	2	Hotel Storage	Esclal-S-43-AM
S-44	Storage	30	2	Hotel Storage	Esclal-S-44-AM
S-45	Storage	40	1	Housekeeping	Esclal-S-45-AM
S-46	Storage	40	1	Housekeeping	Esclal-S-46-AM
S-47	Storage	46	1	Housekeeping	Esclal-S-47-AM
S-48	Storage	42	1	Housekeeping	Esclal-S-48-AM
S-49	Storage	40	1	Housekeeping	Esclal-S-49-AM
S-50	Storage	40	1	Housekeeping	Esclal-S-50-AM
S-51	Storage	39	1	Housekeeping	Esclal-S-51-AM
S-52	Storage	45	1	Housekeeping	Esclal-S-52-AM
S-53	Storage	54	1	Housekeeping	Esclal-S-53-AM
S-54	Storage	50	1	Housekeeping	Esclal-S-54-AM
S-55	Storage	83	1	Housekeeping	Esclal-S-55-AM
S-56	Storage	45	1	Housekeeping	Esclal-S-56-AM
S-57	Storage	36	1	Housekeeping	Esclal-S-57-AM
S-58	Storage	35	1	Housekeeping	Esclal-S-58-AM
S-59	Storage	37	1	Housekeeping	Esclal-S-59-AM
S-60	Storage	38	1	Housekeeping	Esclal-S-60-AM
S-61	Storage	38	1	Housekeeping	Esclal-S-61-AM
S-62	Storage	35	1	Housekeeping	Esclal-S-62-AM
S-63	Storage	33	1	Housekeeping	Esclal-S-63-AM
S-64	Storage	33	1	Housekeeping	Esclal-S-64-AM
S-65	Storage	32	1	Housekeeping	Esclal-S-65-AM
S-66	Storage	34	3	Engineering Supplies	Esclal-S-66-AM
S-67	Storage	37	3	Engineering Supplies	Esclal-S-67-AM
S-68	Storage	35	3	Engineering Supplies	Esclal-S-68-AM
S-69	Storage	50	3	Engineering Supplies	Esclal-S-69-AM
S-70	Storage	38	3	Engineering Supplies	Esclal-S-70-AM
S-71	Storage	38	3	Engineering Supplies	Esclal-S-71-AM
S-72	Storage	38	3	Engineering Supplies	Esclal-S-72-AM
S-73	Storage	27	3	Engineering Supplies	Esclal-S-73-AM
S-74	Storage	31	3	Engineering Supplies	Esclal-S-74-AM
S-75	Storage	40	3	Engineering Supplies	Esclal-S-75-AM

Unit No.	Unit Type	Sq.Ft.	Building	Use	Tax Id No.
S-76	Storage	37	3	Engineering Supplies	Esclal-S-76-AM
S-77	Storage	38	3	Engineering Supplies	Esclal-S-77-AM
S-78	Storage	38	3	Engineering Supplies	Esclal-S-78-AM
S-79	Storage	52	3	Engineering Supplies	Esclal-S-79-AM
S-80	Storage	38	3	Engineering Supplies	Esclal-S-80-AM
S-81	Storage	41	3	Engineering Supplies	Esclal-S-81-AM
S-82	Storage	40	3	Engineering Supplies	Esclal-S-82-AM
S-83	Storage	38	3	Engineering Supplies	Esclal-S-83-AM
S-84	Storage	60	3	Hotel Storage	Esclal-S-84-AM
S-85	Storage	41	3	Hotel Storage	Esclal-S-85-AM
S-86	Storage	39	3	Hotel Storage	Esclal-S-86-AM
S-87	Storage	38	3	Hotel Storage	Esclal-S-87-AM
S-88	Storage	38	3	Hotel Storage	Esclal-S-88-AM
S-89	Storage	38	3	Hotel Storage	Esclal-S-89-AM
S-90	Storage	59	3	Hotel Storage	Esclal-S-90-AM
S-91	Storage	41	3	Hotel Storage	Esclal-S-91-AM
S-92	Storage	1319	3	Pool Equipment	Esclal-S-92-AM
S-93	Storage	31	2	Housekeeping	Esclal-S-93-AM
S-94	Storage	30	2	Housekeeping	Esclal-S-94-AM
S-95	Storage	31	2	Housekeeping	Esclal-S-95-AM
S-96	Storage	31	2	Housekeeping	Esclal-S-96-AM
S-97	Storage	31	2	Housekeeping	Esclal-S-97-AM
S-98	Storage	34	2	Housekeeping	Esclal-S-98-AM
S-99	Storage	32	2	Housekeeping	Esclal-S-99-AM
S-100	Storage	32	2	Housekeeping	Esclal-S-100-AM
S-101	Storage	35	2	Housekeeping	Esclal-S-101-AM
S-102	Storage	26	2	Housekeeping	Esclal-S-102-AM
P-1	Parking	171	2		ESCLAL-P-1-AM
P-2	Parking	171	2		ESCLAL-P-2-AM
P-3	Parking	171	2		ESCLAL-P-3-AM
P-4	Parking	171	2		ESCLAL-P-4-AM
P-5	Parking	262	3		ESCLAL-P-5-AM
P-6	Parking	288	2		ESCLAL-P-6-AM
P-7	Parking	155	2		ESCLAL-P-7-AM
P-8	Parking	155	2		ESCLAL-P-8-AM
P-9	Parking	155	2		ESCLAL-P-9-AM
P-10	Parking	204	2		ESCLAL-P-10-AM
P-11	Parking	171	2		ESCLAL-P-11-AM
P-12	Parking	204	3		ESCLAL-P-12-AM
P-13	Parking	162	3		ESCLAL-P-13-AM

Unit No.	Unit Type	Sq.Ft.	Building	Use	Tax Id No.
P-14	Parking	207	3		ESCLAL-P-14-AM
P-15	Parking	180	2		ESCLAL-P-15-AM
P-16	Parking	207	2		ESCLAL-P-16-AM
P-17	Parking	231	2		ESCLAL-P-17-AM
P-18	Parking	171	1		ESCLAL-P-18-AM
P-19	Parking	171	1		ESCLAL-P-19-AM
P-20	Parking	171	1		ESCLAL-P-20-AM
P-21	Parking	171	1		ESCLAL-P-21-AM
P-22	Parking	190	1		ESCLAL-P-22-AM
P-23	Parking	162	1		ESCLAL-P-23-AM
P-24	Parking	162	1		ESCLAL-P-24-AM
P-25	Parking	162	1		ESCLAL-P-25-AM
P-26	Parking	162	1		ESCLAL-P-26-AM
P-27	Parking	162	1		ESCLAL-P-27-AM
P-28	Parking	171	1		ESCLAL-P-28-AM
P-29	Parking	162	1		ESCLAL-P-29-AM
P-30	Parking	231	1		ESCLAL-P-30-AM
P-31	Parking	171	3		ESCLAL-P-31-AM
P-32	Parking	204	3		ESCLAL-P-32-AM
P-33	Parking	171	3		ESCLAL-P-33-AM
C-1	Commercial	3950	1	Restaurant	ESCLAL-C-1-AM
C-2	Commercial	700	1	Restaurant	ESCLAL-C-2-AM
C-3	Commercial	751	1	Front Desk / Market	ESCLAL-C-3-AM
C-4	Commercial	286	1	Back of House Offices Mgmt	ESCLAL-C-4-AM
C-9	Commercial	1201	1	Main Ballroom	ESCLAL-C-9-AM
C-10	Commercial	1045	1	Main Ballroom	ESCLAL-C-10-AM
C-28	Commercial	709	2	Convention Space	ESCLAL-C-28-AM
C-29	Commercial	375	2	Pantry	ESCLAL-C-29-AM
C-31	Commercial	1829	2	Convention Space	ESCLAL-C-31-AM
C-32	Commercial	552	2	Convention Space	ESCLAL-C-32-AM
C-33	Commercial	908	2	Convention Space	ESCLAL-C-33-AM
C-34	Commercial	578	2	Convention Space	ESCLAL-C-34-AM
C-55	Commercial	1227	1	Restaurant Dry Storage	ESCLAL-C-55-AM
C-60	Commercial	596	2	Convention Space Storage	ESCLAL-C-60-AM
SC-27	Support Commercial	99	2	Pantry	ESCLAL-SC-27-AM