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When recorded, return to:

ADDISON LAW FIRM
Attn: Randy Addison
5400 LBJ Freeway, Suite 1325
Dallas, Texas 75240

01093761 B: 2467 P: 1204

Page 1 of 6

Mary Ann Trussell, Summit County Utah Recorder

06/21/2018 03:24:42 PM Fee \$23.00

By FIRST AMERICAN - PARK CITY

Electronically Recorded

ASSIGNMENT AND ASSUMPTION OF EASEMENT RIGHTS

THIS ASSIGNMENT AND ASSUMPTION OF EASEMENT RIGHTS (this "Assignment") is entered into as of this 21st day of June, 2018 (the "Effective Date"), by and between GRAYHAWK/DMB PARK CITY, LLC, an Arizona limited liability company ("DMB"), GLENWILD GOLF CLUB, LLC, an Arizona limited liability company ("Club" and, collectively with DMB, "Assignor"), and GGC MEMBER ACQUISITION INC., a Utah nonprofit corporation ("Assignee").

RECITALS

A. DMB was formerly known as DMB Park City Holdings, LLC, and was the "Grantee" under the Quit-Claim Deed to Easement dated January 5, 2000, recorded as Entry No. 557873 in Book 1304, Page 1376 of the Official Records of the Summit County Recorder (the "Easement Deed").

B. The Easement Deed granted certain easement rights under the Easement Deed (the "Easement Rights"), including, but not limited to, an easement for the installation, operation, maintenance, repair, and replacement of a water diversion and pumping station and transmission pipeline facilities on and under the Easement Property as defined in the Easement Deed and described on Exhibit A attached to this Assignment..

C. Club is DMB's successor as the owner of certain real property (the "Property") on which is located the Glenwild Golf Club and Spa, a golf club operated by Club that currently uses the Easement Rights.

D. Pursuant to that certain Glenwild Golf Club & Spa Equity Conversion Agreement dated as of April 5, 2018, between Club and Assignee (the "Agreement"), Club is, simultaneously with the execution of this Assignment, transferring to Assignee all of its right, title, and interest in and to the Property.

E. In connection with the transfer of the Property, Assignor desires to assign, transfer, give, and convey to Assignee, and Assignee desires to assume from Assignor, all of Assignor's right, title, and interest in and to the Easement Rights as of the Effective Date.

AGREEMENTS

FOR VALUABLE CONSIDERATION, the receipt and adequacy of which are hereby acknowledged, Assignor and Assignee each hereby agree as follows:

1. Assignment of Rights. Assignor hereby assigns to Assignee all of Assignor's right, title, and interest in the Easement Rights.

2. Assumption of Obligations. Assignee hereby accepts the forgoing assignment of the Easement Rights.

3. Counterparts. This Assignment may be executed in any number of counterparts, each of which when executed and delivered shall be deemed to be an original, and all of which shall together constitute one and the same instrument.

[SIGNATURES APPEAR ON THE FOLLOWING PAGES]

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the Effective Date.

DMB:

GRAYHAWK/DMB PARK CITY, LLC, an Arizona limited liability company

By: DMB Glenwild, LLC, an Arizona limited liability company, its Managing Member

By: DMB Realco II LLC, an Arizona limited liability company, its sole Member

By: DMB Realco LLC, an Arizona limited liability company, its sole Member

By: DMB Associates, Inc., an Arizona corporation, its Manager

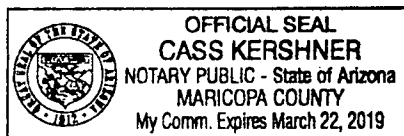
By: [Signature]
Name: Jason D. Stiles
Title: Executive Vice President

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing Assignment and Assumption of Easement Rights was acknowledged before me this 20th day of June, 2018, by Jason D. Stiles, the Executive Vice President of DMB Associates, Inc., an Arizona corporation, the Manager of DMB Realco LLC, an Arizona limited liability company, the sole Member of DMB Realco II LLC, an Arizona limited liability company, the sole Member of DMB Glenwild, LLC, an Arizona limited liability company, the Managing Member of Grayhawk/DMB Park City, LLC, an Arizona limited liability company, for and on behalf of the company.

[Signature: Cass Kershner]
Notary Public

(Notary Seal)



IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the Effective Date.

CLUB:

GLENWILD GOLF CLUB, LLC, an Arizona limited liability company

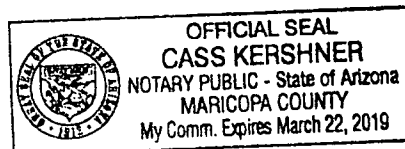
By: [Signature]
Name: Jason D. Stiles
Title: Authorized Representative

STATE OF ARIZONA)
) ss.
County of Maricopa)

The foregoing Assignment and Assumption of Easement Rights was acknowledged before me this 20th day of June, 2018, by Jason D. Stiles, the Authorized Representative of Glenwild Golf Club, LLC, an Arizona limited liability company.

[Signature]
Notary Public


(Notary Seal)



IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the Effective Date.

ASSIGNEE:

GGC MEMBER ACQUISITION INC., a Utah nonprofit corporation

By: 
Name: Phillip John Alden
Title: President

STATE OF UTAH)
) ss.
County of Summit)

The foregoing Assignment and Assumption of Easement Rights was acknowledged before me, this 20th day of June, 2018, by Phillip John Alden the President of GGC Member Acquisition Inc., a Utah nonprofit corporation.


Notary Public

(Notary Seal)

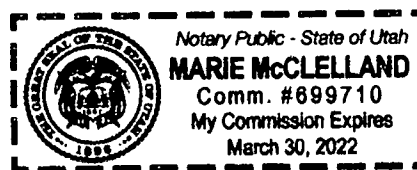


Exhibit A

Legal Description of Easement Property

IRRIGATION PIPELINE EASEMENT

JANUARY 5, 2000

Located in Section 18, Township 1 South, Range 4 East,
Salt Lake Base & Meridian

Beginning at a point North 0°03'51" East 2196.77 feet along the Section line from the Southeast Corner of Section 18, Township 1 South, Range 4 East, Salt Lake Base & Meridian; and running thence South 07°31'01" West 191.54 feet; thence South 29°23'02" West 90.50 feet; thence South 47°41'20" West 100.26 feet; thence South 69°36'54" West 113.26 feet; thence South 89°59'04" West 97.42 feet; thence North 81°31'33" West 64.51 feet; thence North 70°58'12" West 121.82 feet; thence North 77°54'21" West 67.94 feet; thence South 59°59'24" West 157.66 feet; thence South 62°20'22" West 256.32 feet; thence South 14°54'45" East 65.08 feet; thence South 24°20'31" East 64.77 feet; thence South 26°23'14" East 108.05 feet; thence South 22°53'38" East 78.36 feet; thence South 07°00'25" East 90.15 feet; thence South 12°22'43" West 99.00 feet; thence South 33°01'33" West 79.91 feet; thence South 57°22'59" West 68.38 feet; thence South 80°14'12" West 77.05 feet; thence North 84°30'18" West 64.18 feet; thence South 75°59'45" West 126.86 feet; thence South 72°28'13" West 96.44 feet; thence South 81°14'08" West 97.52 feet; thence North 85°43'42" West 189.60 feet; thence South 80°40'55" West 97.97 feet; thence South 59°08'44" West 75.94 feet; thence South 39°09'50" West 54.36 feet; thence South 09°38'25" West 64.19 feet; thence South 03°17'05" West 56.04 feet; thence South 09°30'45" East 112.36 feet; thence South 00°30'56" West 44.54 feet; thence South 52°24'27" East 55.54 feet; thence South 34°11'15" West 40.00 feet; thence North 60°54'24" West 48.26 feet; to a point on a 297.08 foot radius curve to the left, of which the radius point bears South 29°05'36" West; thence along the arc of said curve 39.65 feet through a central angle of 07°38'49"; thence North 26°49'06" East 80.76 feet; thence North 09°30'45" West 110.30 feet; thence North 03°17'05" East 59.39 feet; thence North 09°38'25" East 70.57 feet; thence North 39°09'50" East 63.15 feet; thence North 59°08'44" East 83.27 feet; thence North 80°40'55" East 104.14 feet; thence South 85°43'49" East 189.72 feet; thence North 81°14'08" East 93.68 feet; thence North 72°28'13" East 95.52 feet; thence North 75°59'45" East 130.91 feet; thence South 84°30'18" East 64.94 feet; thence North 80°14'12" East 70.33 feet; thence North 57°22'59" East 60.02 feet; thence North 33°01'33" East 71.95 feet; thence North 12°22'43" East 91.94 feet; thence North 07°00'25" West 83.94 feet; thence North 24°57'17" West 182.67 feet; thence North 24°20'31" West 63.81 feet; thence North 31°51'27" West 72.04 feet; thence North 44°27'47" East 38.27 feet; thence North 62°19'49" East 259.18 feet; thence North 60°01'12" East 165.01 feet; thence South 77°54'21" East 76.73 feet; thence South 70°58'12" East 121.18 feet; thence South 81°31'33" East 61.18 feet; thence North 89°59'04" East 92.34 feet; thence North 69°36'54" East 105.79 feet; thence North 47°41'20" East 93.16 feet; thence North 21°14'06" East 98.83 feet; thence North 10°05'05" East 172.58 feet; thence North 00°39'12" West 95.90 feet; thence North 89°20'48" East 20.50 feet to the East Section line of Section 18; thence along said Section line South 00°03'51" West 102.04 feet to the point of beginning.