

11686498
 07/18/2013 12:00 PM \$24.00
 Book - 10160 Pg - 4612-4619
 GARY W. OTT
 RECORDER, SALT LAKE COUNTY, UTAH
 LANDMARK TITLE
 BY: TMW, DEPUTY - WI 8 P.

PLEASE RETURN TO:
 GIBSON, DUNN & CRUTCHER LLP
 2029 Century Park East
 Los Angeles, California 90067
 Attn: Jesse Sharf

Parcel No.: 15-01-131-005; 15-01-131-007

ASSIGNMENT OF PARKING LICENSE AGREEMENT

THIS ASSIGNMENT OF PARKING LICENSE AGREEMENT (this "**Assignment**") is entered into as of July 17th, 2013 (the "**Effective Date**") by and between GATEWAY OFFICE 1, L.C., a Utah limited liability company, with its principal offices at 90 South 400 West, Suite 200, Salt Lake City, Utah 84111 ("**Assignor**"), and WEST SALT LAKE ACQUISITIONS PARTNERS LLC, a Delaware limited liability company, with its principal offices at c/o Hines Interests Limited Partnership, 101 California Street, California 84111, Attn: Paul Brenner ("**Assignee**").

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Assignor is the Licensee under that certain Parking License Agreement as more fully described on Exhibit A attached hereto (the "**Parking License**"). The Parking License benefits and burdens Assignor's real property, which is legally described on Exhibit B-1 attached hereto and the Parking Facilities (as defined in the Parking License), which are legally described on Exhibit B-2 attached hereto.
2. Assignor hereby assigns to Assignee all of its right, title, interest and obligations under or with respect to the Parking License.
3. Assignee, by its execution hereof, does hereby assume and agree to perform and discharge all obligations of the Assignor under the Parking License from and after the date hereof and to indemnify and hold Assignor harmless from and against Assignee's failure to perform any such obligations.
4. This Assignment shall be governed by the laws of Utah (except for the choice of law provisions thereof).
5. This Assignment may be executed in separate counterparts, none of which need contain the signatures of all parties, each of which shall be deemed to be an original, and all of which taken together constitute one and the same instrument. It shall not be necessary in making proof of this Assignment to produce or account for more than the number of counterparts containing the respective signatures of, or on behalf of, all of the parties hereto.

lrc53212
 4845 8855 7332

Ent 11686498 BK 10160 PG 4612

6. If any part of this Assignment is declared invalid by a court of competent jurisdiction, this Assignment shall be construed as if such part did not exist, and the balance thereof shall be given full effect.

IN WITNESS WHEREOF, Assignor and Assignee have executed this Assignment as of the date first written above.

[Signatures and Acknowledgments Follow]

ASSIGNOR:

GATEWAY OFFICE 1, L.C., a Utah limited liability company, by its Manager:

GATEWAY OFFICE MANAGER, INC., a Utah corporation

By: [Signature]
Name: Devon Glenn
Its: V.P.

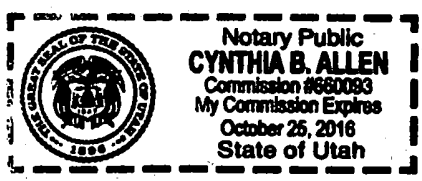
STATE OF UTAH)
: ss.
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this 11th day of July, 2013, by Devon Glenn, the Vice President of GATEWAY OFFICE MANAGER, INC., a Utah corporation, which is the Manager of GATEWAY OFFICE 1, L.C., a Utah limited liability company.

In witness whereof I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

[Signature]
NOTARY PUBLIC
Residing at: Salt Lake County, Utah

My Commission Expires: 10-25-16



ASSIGNEE:

WEST SALT LAKE ACQUISITIONS PARTNERS LLC

By: Hines West Salt Lake Acquisitions Partners LLC, a Delaware limited liability company, its managing member

By: Hines West Salt Lake Associates Limited Partnership, a Texas limited partnership, its sole member

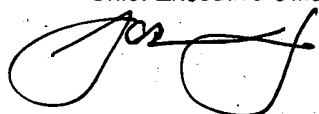
By: Hines Interests Limited Partnership, a Delaware limited partnership, its general partner

By: Hines Holdings, Inc., a Texas corporation, its general partner

By: 
Name: James C. Buie, Jr.
Title: Senior Managing Director/Chief Executive Officer

State of California)

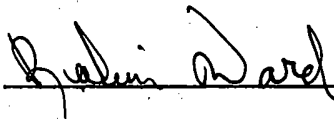
County of Los Angeles)

 7-17-13

On 7-17-13 before me, Robin Ward, a Notary Public, personally appeared James C. Buie, Jr. who proved to me on the basis of satisfactory evidence to be the person (s) whose name (s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature (s) on the instrument the person (s), or the entity upon behalf of which the person (s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature  (Seal)

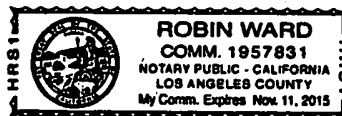


EXHIBIT "A"

TO

ASSIGNMENT OF PARKING LICENSE AGREEMENT

Description of Parking License Agreement

A Parking License Agreement recorded July 20, 2004 as Entry No. 9125321, in Book 9016, at Page 2635 of the Official Records of the Salt Lake County Recorder, as amended, supplemented and/or otherwise affected by that certain First Amendment to Parking License Agreement recorded May 6, 2005 as Entry No. 9370288, in Book 9128, at Page 573 of the Official Records of the Salt Lake County Recorder.

EXHIBIT "B-1"

TO

ASSIGNMENT OF PARKING LICENSE AGREEMENT

Legal Description of Assignor's Property

OFFICE UNIT 1, contained within the GATEWAY BLOCK B, a Utah Condominium Project as the same is identified in the Record of Survey Map recorded in the office of the Salt Lake County Recorder, Salt Lake County, Utah, on February 26, 2001 as Entry No. 7828970, in Book "2001P", at Page 39 of Plats (as said Record of Survey Map has been amended by that certain First Amendment To Declaration Of Condominium Gateway Block B Condominium Project And Amendment Of Record Of Survey Map, recorded May 16, 2002 as Entry No. 8235748, in Book 8598 at Page 7012, of the Official Records of the Salt Lake County Recorder, and by that certain Second Amendment To Declaration Of Condominium Gateway Block B Condominium Project And Amendment Of Record Of Survey Map, recorded July 20, 2004 as Entry No. 9125323, in Book 9016 at Page 2655, of the Official Records of the Salt Lake County Recorder) and in the Declaration Of Condominium Gateway Block B Condominium Project, recorded in the office of the Salt Lake County Recorder, Salt Lake County, Utah, on February 26, 2001 as Entry No. 7828971, in Book 8427 at Page 4752 (as said Declaration has been amended or supplemented by that certain First Amendment To Declaration Of Condominium Gateway Block B Condominium Project And Amendment To Record Of Survey Map, recorded May 16, 2002 as Entry No. 8235748, in Book 8598 at Page 7012, of the Official Records of the Salt Lake County Recorder, and by that certain Second Amendment To Declaration Of Condominium Gateway Block B Condominium Project And Amendment Of Record Of Survey Map, recorded July 20, 2004 as Entry No. 9125323, in Book 9016 at Page 2655, of the Official Records of the Salt Lake County Recorder).

TOGETHER WITH the undivided ownership interest in said Project's Common Elements that is appurtenant to said Unit as more particularly described in said Declaration, as heretofore amended.

EXCEPTING THEREFROM:

- (a) The minerals and mineral rights reserved by UNION PACIFIC LAND RESOURCES CORPORATION in that certain QuitClaim Deed recorded July 26, 1976 as Entry No. 2838121 in Book 4277 at Page 335 of the Official Records of the Salt Lake County Recorder.
- (b) The minerals and mineral rights conveyed to UNION PACIFIC LAND RESOURCES CORPORATION in that certain Mineral Deed dated as of April 1, 1971, the existence of which Mineral Deed and mineral rights is disclosed by that certain Donative Quitclaim Deed recorded July 25, 1991 as Entry No. 5101661, in Book 6339 at Pages 2004-2007, inclusive, of the Official Records of the Salt Lake

County Recorder.

- (c) The minerals and mineral rights reserved by UNION PACIFIC RAILROAD COMPANY, a Delaware corporation, in that certain Special Warranty Deed recorded December 24, 1998 as Entry No. 7202238, in Book 8208, at Page 2578 of the Official Records of the Salt Lake County Recorder, wherein GATEWAY ASSOCIATES, LTD., a Utah limited partnership, is the Grantee.

EXHIBIT "B-2"

TO

ASSIGNMENT OF PARKING LICENSE AGREEMENT

Legal Description of Parking Facilities

PARKING UNIT 1, contained within the GATEWAY BLOCK B, a Utah Condominium Project as the same is identified in the Record of Survey Map recorded in the office of the Salt Lake County Recorder, Salt Lake County, Utah, on February 26, 2001 as Entry No. 7828970, in Book "2001P", at Page 39 of Plats (as said Record of Survey Map has been amended by that certain First Amendment To Declaration Of Condominium Gateway Block B Condominium Project And Amendment Of Record Of Survey Map, recorded May 16, 2002 as Entry No. 8235748, in Book 8598 at Page 7012, of the Official Records of the Salt Lake County Recorder, and by that certain Second Amendment To Declaration Of Condominium Gateway Block B Condominium Project And Amendment Of Record Of Survey Map, recorded July 20, 2004 as Entry No. 9125323, in Book 9016 at Page 2655, of the Official Records of the Salt Lake County Recorder) and in the Declaration Of Condominium Gateway Block B Condominium Project, recorded in the office of the Salt Lake County Recorder, Salt Lake County, Utah, on February 26, 2001 as Entry No. 7828971, in Book 8427 at Page 4752 (as said Declaration has been amended or supplemented by that certain First Amendment To Declaration Of Condominium Gateway Block B Condominium Project And Amendment To Record Of Survey Map, recorded May 16, 2002 as Entry No. 8235748, in Book 8598 at Page 7012, of the Official Records of the Salt Lake County Recorder, and by that certain Second Amendment To Declaration Of Condominium Gateway Block B Condominium Project And Amendment Of Record Of Survey Map, recorded July 20, 2004 as Entry No. 9125323, in Book 9016 at Page 2655, of the Official Records of the Salt Lake County Recorder).