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GARY W. OTT
RECORDER, SALT LAKE COUNTY, UTAH
LANDMARK TITLE
BY: TMW, DEPUTY - WI 7 P.

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

Parcel No.: 15-01-131-008; 15-01-131-005

ASSIGNMENT OF CENTRAL PLANT PARTICIPATION AGREEMENT

THIS ASSIGNMENT OF CENTRAL PLANT PARTICIPATION AGREEMENT (this "**Assignment**") is entered into as of July 17, 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 L.L.C., a Delaware limited liability company, with its principal offices at c/o Oaktree Capital Management, L.P., 333 S. Grand Avenue, 28th Floor, Los Angeles, CA 90071 ("**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 "User" under that certain Central Plant Participation Agreement dated June 30, 2004 and recorded in the Salt Lake County Recorder's Office on July 20, 2004 as Entry No. 9125322, in Book 9016, at Page 2645, as amended by that certain unrecorded Assignment of Central Plant Agreements dated May 12, 2005 by and between Gateway Retail Holdings, L.C., a Utah limited liability company, Gateway Associates, Ltd., a Utah limited partnership and IWR Gateway Central Plant, L.L.C., a Delaware limited liability company (the "**Central Plant Agreement**"). The Central Plant Agreement burdens Assignor's property, as legally described on Exhibit A-1, and the Central Plant Property (as described in the Central Plant Agreement), as legally described on Exhibit A-2.

2. Assignor hereby assigns to Assignee all of its right, title, interest and obligations under or with respect to the Central Plant Agreement.

3. Assignee, by its execution hereof, does hereby assume and agree to perform and discharge all obligations of the Assignor under Central Plant Agreement 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

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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.

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.

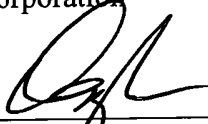
[Signatures and Acknowledgments Follow]

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

ASSIGNOR:

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


GATEWAY OFFICE MANAGER, INC., a Utah corporation

By: 
Name: Devon Glenn
Its: Vice President

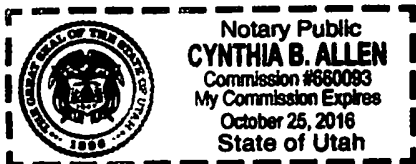
STATE OF UTAH)
: ss.
COUNTY OF SALT LAKE)

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 a 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.


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

State of California)

County of San Francisco)

On July 15, 2013 before me, Lisa Bridges, 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 [Signature] (Seal)



CONSENT OF IWR

Pursuant to Section 9 of the Central Plant Agreement, IWR Gateway Central Plant, L.L.C., a Delaware limited liability company, hereby consents to and acknowledges this Assignment.

IWR GATEWAY CENTRAL PLANT, L.L.C., a Delaware limited liability company by its sole member

IWR PROTECTIVE CORPORATION, a Delaware corporation

By: Ann M. Sharp

Name: Ann M. Sharp
Assistant Secretary

Its: _____

STATE OF ILLINOIS)

COUNTY OF DUPAGE)
: ss.

The foregoing instrument was acknowledged before me this 12th day of JULY, 2013, by ANN M. SHARP, the ASST. SECRETARY of IWR PROTECTIVE CORPORATION, a Delaware corporation, the sole member of IWR GATEWAY CENTRAL PLANT, L.L.C., a Delaware 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.



My Commission Expires:

Suzanne De Vos
NOTARY PUBLIC
Residing at: Salt Lake County, Utah
DUPAGE COUNTY, IL

EXHIBIT "A-1"
TO
ASSIGNMENT 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.

EXHIBIT "A-2"
TO
ASSIGNMENT AGREEMENT

Legal Description of Central Plant Property

CP Unit 1, contained within the Gateway Block B Condominium Project as the same is identified in the Record of Survey map recorded in Salt Lake County, Utah, on February 26, 2001, as Entry No. 7828970 (as said Record of Survey Map shall have heretofore been amended or supplemented) (the "Block B Map") and in the Declaration of Condominium for Gateway Block B Condominium Project, recorded in Salt Lake County, Utah on February 26, 2001, as Entry No. 7828971, in Book 8427, at Page 4752-4829 (as said Declaration may have heretofore been amended or supplemented, the "Block B Declaration"), TOGETHER WITH the undivided ownership interest in said Project's Common Elements that is appurtenant to said Unit as more particularly described in said Block B Declaration.