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National Commercial Services, Ontario, CA

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7/16/2018 9:07:00 AM \$35.00  
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ADAM GARDINER  
Recorder, Salt Lake County, UT  
DOCUMENT PROCESSING SOLUTIONS  
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**WHEN RECORDED, PLEASE RETURN TO:**

GOULSTON & STORRS  
400 Atlantic Avenue  
Boston, Massachusetts 02110  
Attn: Jared L. Tardy

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01602 - 901986

Parcel Nos.: 15-01-131-005; 15-01-131-008 (Gateway 1)  
15-01-177-013; 15-01-131-008 (Gateway 3)

**ASSIGNMENT OF CENTRAL PLANT PARTICIPATION AGREEMENTS**

THIS ASSIGNMENT OF CENTRAL PLANT PARTICIPATION AGREEMENT (this "Assignment") is entered into as of July 13, 2018 (the "Effective Date") by and between WEST SALT LAKE ACQUISITIONS PARTNERS LLC, 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 ("Assignor"), and BCAL GATEWAY PROPERTY LLC, a Delaware limited liability company, with its principal offices at c/o Beacon Capital Partners, LLC, 200 State Street, 5th Floor, Boston, MA 02109 ("Assignee").

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

1. Assignor, as assignee of Gateway Office 1, L.C., is the "User" under that certain Central Plant Participation Agreement dated June 30, 2004, by and between Gateway Retail Holdings, L.C., a Utah limited liability company, and Gateway Office 1, L.C., a Utah limited liability company, recorded July 20, 2004 as Entry No. 9125322, in Book 9016, at Page 2645 of the Official Records, as affected by (i) 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, (ii) that certain Assignment Of Central Plant Participation Agreement, entered into as of July 17, 2013, by and between Gateway Office 1, L.C., a Utah limited liability company, and Assignor, recorded July 18, 2013 as Entry No. 11686502, in Book 10160, at Page 4641 of the Official Records, and (iii) that certain unrecorded Assignment and Assumption of Central Plant Participation Agreements, made and entered into as of February 1, 2016, by and between IWR Gateway Central Plant, L.L.C., a Delaware limited liability company and Vestar Gateway, LLC, a Delaware limited liability company (the "GW 1 Central Plant Agreement"). The GW 1 Central Plant Agreement burdens Assignor's property, as legally described on Exhibit A-1, and the Central Plant Property (as defined in the GW 1 Central Plant Agreement), as legally described on Exhibit B.

2. Assignor, as assignee of Boyer-Spanish Fork Associates, Ltd., a Utah limited partnership, is the "User" under that certain Central Plant Participation Agreement, dated October 6, 2003, by and between Gateway Associates, Ltd., a Utah limited partnership, and

Boyer-Spanish Fork Associates, Ltd., a Utah limited partnership, recorded October 10, 2003 as Entry No. 8848852, in Book 8894, at Page 9344 of the Official Records, as amended or affected by (i) 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, (ii) that certain Assignment Of Central Plant Participation Agreement, entered into as of July 17, 2013, by and between Gateway Office 3, L.C., a Utah limited liability company, and Assignor, recorded July 18, 2013 as Entry No. 11686503, in Book 10160, at Page 4648 of the Official Records, as acknowledged and confirmed by that certain Acknowledgment and Confirmation of Assignment, entered into July 17, 2013, by and between Gateway Office 3, L.C., a Utah limited liability company, Gateway Office 3 Manager, Inc., a Utah corporation, and Boyer-Spanish Fork Associates, Ltd., a Utah limited partnership, recorded July 18, 2013 as Entry No. 11686493, in Book 10160, at Page 4594 of the Official Records, and (iii) that certain unrecorded Assignment and Assumption of Central Plant Participation Agreements, made and entered into as of February 1, 2016, by and between IWR Gateway Central Plant, L.L.C., a Delaware limited liability company and Vestar Gateway, LLC, a Delaware limited liability company (the “**GW 3 Central Plant Agreement**,” and together with the GW 1 Central Plant Agreement, collectively, the “**Central Plant Agreements**”). The GW 3 Central Plant Agreement burdens Assignor’s property, as legally described on Exhibit A-2, and the Central Plant Property (as defined in the GW 3 Central Plant Agreement), as legally described on Exhibit B.

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

4. Assignee, by its execution hereof, does hereby assume and agree to perform and discharge all obligations of the Assignor under Central Plant Agreements from and after the date hereof and to indemnify and hold Assignor harmless from and against Assignee’s failure to perform any such obligations.

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.

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:

WEST SALT LAKE ACQUISITIONS PARTNERS LLC,  
a Delaware limited liability company

By: 

Name: JUSTIN HARRELL

Its: SE MANAGING DIRECTOR

*[Signatures continue on the following page]*

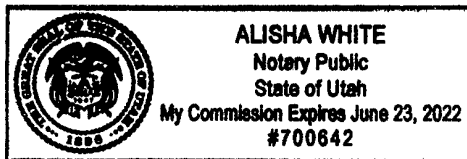
State of Utah

County of Salt Lake

On the 12<sup>th</sup> day of July, 2018, personally appeared before me Dustin Harris, who being by me duly sworn did say that he is the Sr. Managing Director of West Salt Lake Acquisitions Partners LLC, a Delaware limited liability company, and that the foregoing instrument was signed in behalf of said limited liability company, and said Dustin Harris acknowledged to me that said limited liability company executed the same.

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

Alisha White  
NOTARY PUBLIC  
Residing at: Palt Lake




My Commission Expires: June 23, 2022

[Signatures continue on the following page]

ASSIGNEE:

BCAL GATEWAY PROPERTY LLC,  
a Delaware limited liability company

By: 

Name:

Title:

**Nancy J. Broderick**  
**Senior Managing Director**

Commonwealth  
STATE OF Massachusetts )  
: ss.  
COUNTY OF Suffolk )

The foregoing instrument was acknowledged before me this 9th day of July, 2018, by Nancy J. Braderick, the Senior Managing Director of [BCal gateway Property LLC], 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.

Kathleen M. Laubenthal  
NOTARY PUBLIC  
Residing at: Melrose, MA

My Commission Expires:



KATHLEEN M. LAUBENTHAL  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires  
May 13, 2022

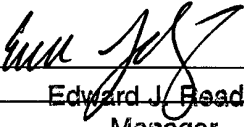
CONSENT OF VESTAR GATEWAY

Pursuant to Section 9 of the Central Plant Agreements, Vestar Gateway, LLC, a Delaware limited liability company, hereby consents to and acknowledges this Assignment.

**VESTAR GATEWAY, LLC,**  
a Delaware limited liability company

By: SLC Gateway Retail, LLC,  
a Delaware limited liability company,  
its Sole Member

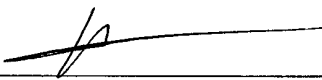
By: VGSLM, LLC,  
a Delaware limited liability company  
its Managing Member

By:   
Name: Edward J. Reading  
Title: Manager Manager

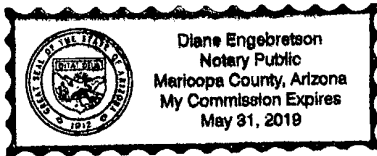
STATE OF Arizona )  
 : ss.  
COUNTY OF Maricopa )

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of July, 2018, Edward J. Reading, the Manager of VESTAR GATEWAY, LLC, 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.

  
\_\_\_\_\_  
NOTARY PUBLIC  
Residing at: 923 E. Topoka Dr., Phoenix, AZ 85024

My Commission Expires:  
5-31-19





**EXHIBIT "A-1"**  
**To**  
**Assignment and Assumption Agreement**

**Legal Description of Assignor's Property (Gateway 1)**

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 by that certain Amendment to Record of Survey for Gateway Block B, Amending Gateway Block B – Office Unit 1 and Retail Unit 1 – Sheet 5 and 6 of 16, recorded in the Official Records of the Salt Lake County Recorder on September 25, 2013, as Entry No. 11730199 in Book "2013P" at Page 193) 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.

Tax Parcel No.: 15-01-131-016

**EXHIBIT "A-2"**  
**To**  
**Assignment and Assumption Agreement**

**Legal Description of Assignor's Property (Gateway 3)**

OFFICE UNIT 1, contained within the GATEWAY BLOCK A, a Utah Condominium Project, as 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. 7828968, in Book "2001P", at Page 38 of Plats (as said Record of Survey Map shall have heretofore been amended or supplemented, including, without limitation, by that certain Record of Survey Map entitled "GATEWAY PLANETARIUM Amending Gateway Block A, Parking Units 1 And 2, And Retail Units 3 And 4, A Utah Condominium Project", recorded in the office of the Salt Lake County Recorder, Salt Lake County, Utah, on December 6, 2002 as Entry No. 8448732, in Book "2002P", at Page 352 of Plats, and that certain Amendment To Record Of Survey Map Of GATEWAY BLOCK A- Office Unit 1 & Retail Unit 1 - Sheet 7 Of 20, recorded in the office of the Salt Lake County Recorder on May 11, 2005 as Entry No. 9374564, in Book "2005P", at Page 151 of Plats), and as further identified in the Declaration Of Condominium Gateway Block A Condominium Project, recorded in the office of the Salt Lake County Recorder, Salt Lake County, Utah, on February 26, 2001 as Entry No. 7828969, in Book 8427 at Page 4676 (as said Declaration may have heretofore been amended or supplemented).

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 and/or supplemented).

**EXCEPTING FROM THE FOREGOING PARCEL:**

The minerals and mineral rights reserved by UNION PACIFIC RAILROAD COMPANY, a corporation of the State of Utah, in that certain Quitclaim Deed recorded September 29, 1960 as Entry No. 1739045, in Book 1745 at Pages 447-449, inclusive, of the Official Records of the Salt Lake County Recorder.

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

Tax Parcel No.: 15-01-177-013

**EXHIBIT "B"**  
**To**  
**Assignment and Assumption Agreement**  
**Legal Description of Central Plant Property**

CP UNIT 1, contained within the GATEWAY BLOCK B, a Utah Condominium Project as the same is (i) 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 (the "First Amendment to Block B Declaration"), 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 (the "Second Amendment to Block B Declaration"), and by that certain AMENDMENT TO RECORD OF SURVEY MAP GATEWAY BLOCK B, AMENDING GATEWAY BLOCK B-OFFICE UNIT 1 & RETAIL UNIT 1 - SHEET 5 AND 6 OF 16, recorded in the office of the Salt Lake County Recorder on September 25, 2013 as Entry No. 11730199, in Book "2013P", at Page 193 of Plats, and (ii) further identified 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 the First Amendment to Block B Declaration, and by the Second Amendment to Block B Declaration (as amended, the "Block B Declaration"). TOGETHER WITH the undivided ownership interest in said Project's Common Elements that is appurtenant to said Units as more particularly described in the Block B Declaration. TOGETHER WITH the exclusive right to use (together with Retail Unit 4) the Limited Common Elements designated Retail Limited Common as more particularly described in the Block B Declaration.

Tax Parcel No.: 15-01-131-008