

Recording requested by

and when recorded mail to:

Gibson, Dunn & Crutcher LLP
333 South Grand Avenue
Los Angeles, California 90071
Attention: Jesse I. Shapiro, Esq.
Email: JShapiro@gibsondunn.com

12978859
4/30/2019 3:46:00 PM \$23.00
Book - 10775 Pg - 8102-8108
RASHELLE HOBBS
Recorder, Salt Lake County, UT
INWEST TITLE SRVS SLC
BY: eCASH, DEPUTY - EF 7 P.

Document Title: Special Warranty Deed

Grantor: 10 CLIFT, LLC, a Delaware limited liability company

Grantee: CREF3 CLIFT OWNER LLC, a Delaware limited liability company

Legal Description: Full legal description on Schedule 1

Parcel Identification No.: 15-01-280-033

SPECIAL WARRANTY DEED

The Grantor, 10 CLIFT, LLC, a Delaware limited liability company, which has an address of 10 West Broadway, Suite 100, Salt Lake City, Utah 84101, for good and valuable consideration in hand paid, conveys and warrants against all who claim by, through, or under the Grantor to CREF3 CLIFT OWNER LLC, a Delaware limited liability company ("**Grantee**"), which has an address of c/o Fortress Investment Group LLC, One Market Plaza, Spear Tower, 42nd Floor, San Francisco, CA, 94105, Attn: Ari Stavsky, that certain real estate situated in the City of Salt Lake, Salt Lake County, State of Utah, together with all rights and privileges appurtenant thereto, described as follows:

See Schedule 1 attached hereto.

SUBJECT TO the exceptions to title described on Schedule 2 attached hereto.

The Grantor for itself and its successors in interest does by these presents expressly limit the covenants of this Deed to those herein expressed, and excludes all covenants arising or to arise by statutory or other implication, and does hereby covenant that Grantor will forever warrant and defend the said described real estate against all persons whomsoever lawfully claiming, through or under said Grantor and not otherwise.

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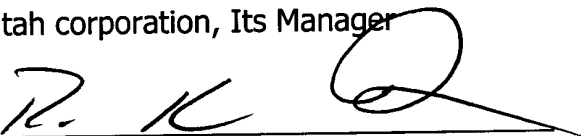
Dated: April 30, 2019

GRANTOR:

10 CLIFT, LLC,
a Delaware limited liability company

By: MC Clift, LLC,
a Utah limited liability company, Its Manager

By: Mountain Classic Real Estate, Inc.,
a Utah corporation, Its Manager

By: 
Name: R. Kevin Phipps
Title: President

[Notary Acknowledgement Appears on the Following Page]

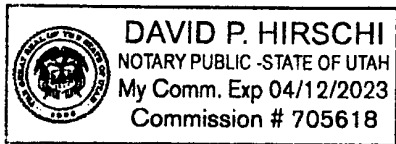
[Signature Page – Grant Deed (Clift)]

BK 10775 PG 8103

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

On this 25th day of April, 2019, before me, a Notary Public in and for the State of Utah, personally appeared R. Kevin Phipps, personally known to me (or proved to me on the basis of satisfactory evidence) to be the person who executed this instrument, on oath stated that said person was authorized to execute the instrument, and acknowledged it as the President of Mountain Classic Real Estate, Inc., a Utah corporation, the Manager of MC Clift, LLC, a Utah limited liability company, as Manager of 10 Clift, LLC, a Delaware limited liability company, to be the free and voluntary act and deed of said party for the uses and purposes mentioned in the instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year first above written.



Print Name David P. Hirschi
NOTARY PUBLIC in and for the State of Utah,
residing at Cedarville, Utah
My appointment expires 4-12-23

[Seal]

[Signature Page – Grant Deed (Clift)]

SCHEDULE 1 TO DEED

LEGAL DESCRIPTION OF PROPERTY

PARCEL 1:(15-01-280-033)

COMMENCING AT THE NORTHEAST CORNER (ABOVE THE SURFACE OF THE GROUND) OF WHAT IS COMMONLY KNOWN AS THE VIRTUE CLIFT BUILDING, AS NOW CONSTRUCTED AND EXISTING, WHICH BUILDING IS AT THE NORTHWEST CORNER OF THE STREET INTERSECTION OF EAST TEMPLE, OR MAINS STREET AND BROADWAY, OR THIRD SOUTH STREET IN SALT LAKE CITY, UTAH AND SITUATE ON A PART OF LOT 1, BLOCK 58, PLAT 'A', SALT LAKE CITY SURVEY, SAID POINT OF COMMENCEMENT BEING NORTH 0°01'01" EAST, ALONG THE EAST LINE OF SAID LOT 1, A DISTANCE OF 80.30 FEET, FROM THE SOUTHEAST CORNER OF SAID LOT 1, BLOCK 58, PLAT 'A', SALT LAKE CITY SURVEY; AND RUNNING THENCE SOUTH 89°58'23" WEST, PARALLEL TO THE SOUTH LINE OF SAID LOT 1, A DISTANCE OF 170.00 FEET; THENCE SOUTH 0°01'01" WEST, PARALLEL TO THE EAST LINE OF SAID LOT 1, A DISTANCE OF 80.30 FEET; THENCE NORTH 89°58'23" EAST, ALONG THE SOUTH LINE OF SAID LOT 1, A DISTANCE OF 170.00 FEET, TO THE SOUTHEAST CORNER THEREOF; THENCE NORTH 0°01'01" WEST, ALONG AFORESAID EAST LINE OF LOT 1, A DISTANCE OF 80.30 FEET, TO THE POINT OF BEGINNING.

AS PREPARED IN SURVEY DATED JANUARY 21, 2019 BY MCNEIL ENGINEERING, DENNIS K. WITHERS 6135190 PLS.

PARCEL 1A:

SUBJECT TO AND TOGETHER WITH A RIGHT-OF-WAY BEGINNING WEST ALONG THE SOUTH LINE OF BLOCK 58, PLAT "A", SALT LAKE CITY SURVEY 165.00 FEET FROM THE SOUTHEAST CORNER OF SAID BLOCK 58 AND RUNNING THENCE NORTH PARALLEL TO THE EAST LINE OF SAID BLOCK 58, 79.50 FEET; THENCE WEST PARALLEL TO THE SOUTH LINE OF SAID BLOCK 58, 30.00 FEET; THENCE SOUTH PARALLEL TO THE EAST LINE OF SAID BLOCK 58, 79.50 FEET TO THE SOUTH LINE OF SAID BLOCK 58; THENCE EAST ALONG THE SOUTH LINE OF SAID BLOCK 58, 30.00 FEET TO THE POINT OF BEGINNING.

SITUATE IN SALT LAKE COUNTY, STATE OF UTAH.

SCHEDULE 2 TO DEED

PERMITTED EXCEPTIONS

1. TAXES FOR THE YEAR 2019 ACCRUING AS A LIEN, BUT NOT YET DUE AND PAYABLE. PRIOR TAX INFORMATION AS FOLLOWS:
YEAR: 2018
STATUS: PAID
AMOUNT: \$208,480.93
SERIAL NO.: 15-01-280-033
NONE DUE AND PAYABLE AT DATE OF POLICY

2. THE SUBJECT PROPERTY IS LOCATED WITHIN THE BOUNDARIES OF THE SPECIAL ASSESSMENT DISTRICT(S) SHOWN BELOW, AND IS SUBJECT TO ALL CHARGES AND/OR ASSESSMENTS LEVIED THEREBY:
DISTRICT: SALT LAKE
DISTRICT: MULTICOUNTY ASSESSING & COLLECTING LEVY
DISTRICT: COUNTY ASSESSING & COLLECTING LEVY
DISTRICT: SALT LAKE CITY SCHOOL DISTRICT
DISTRICT: SALT LAKE CITY
DISTRICT: SALT LAKE LIBRARY
DISTRICT: SALT LAKE METROPOLITAN WATER DISTRICT
DISTRICT: SALT LAKE CITY MOSQUITO ABATEMENT DISTRICT
DISTRICT: CENTRAL UTAH WATER CONSERVANCY DISTRICT
DISTRICT: CENTRAL BUSINESS IMPROVEMENT DISTRICT
DISTRICT: SALT LAKE CITY, UTAH SPECIAL ASSESSMENT AREA
DISTRICT: CBD NEIGHBORHOOD REDEVELOPMENT PLAN - SALT LAKE CITY - (1975 BASE)
DISTRICT: SALT LAKE CITY, UTAH, SPECIAL ASSESSMENT AREA CBIA-19
DISTRICT: SALT LAKE CITY, UTAH SPECIAL ASSESSMENT AREA CBIA-16
NONE DUE AND PAYABLE AT DATE OF POLICY

3. AGREEMENT
DATED: JANUARY 24, 1920
RECORDED: JUNE 8, 1920
ENTRY NO: 434493
BOOK/PAGE: 3-M/499
BETWEEN: VIRTUE CLIFT AND MADELINE AUERBACH
MISC: *SEE DOCUMENT FOR TERMS AND CONDITIONS CONTAINED THEREIN.

AGREEMENT
DATED: JANUARY 5, 1925
RECORDED: JANUARY 8, 1925
ENTRY NO: 526800
BOOK/PAGE: 3-U/565
BETWEEN: VIRTUE CLIFT AND AUERBACH REALTY COMPANY
MISC: *SEE DOCUMENT FOR TERMS AND CONDITIONS CONTAINED THEREIN.

4. AGREEMENT
DATED: MAY 7, 1973
RECORDED: OCTOBER 23, 1973
ENTRY NO: 2577286
BOOK/PAGE: 3443/238
BETWEEN: REDEVELOPMENT AGENCY OF SALT LAKE CITY AND THE MAIN PARKING MALL, A UTAH CORPORATION
MISC: *SEE DOCUMENT FOR TERMS AND CONDITIONS CONTAINED THEREIN.

5. AGREEMENT
DATED: OCTOBER 9, 1973
RECORDED: OCTOBER 23, 1973

ENTRY NO: 2577288
BOOK/PAGE: 3443/271
BETWEEN: THE REDEVELOPMENT AGENCY OF SALT LAKE CITY AND CONTINENTAL BUILDING COMPANY, A UTAH CORPORATION AND MAIN PARKING MALL, A UTAH CORPORATION
MISC: *SEE DOCUMENT FOR TERMS AND CONDITIONS CONTAINED THEREIN.

6. RIGHT OF WAY EASEMENT AS SET OUT IN QUIT CLAIM DEED:

RECORDED: OCTOBER 23, 1973
ENTRY NO: 2577297
BOOK/PAGE: 3443/307
GRANTOR: REDEVELOPMENT AGENCY OF SALT LAKE CITY
GRANTEE: MAIN PARKING MALL, A UTAH CORPORATION
*SEE DOCUMENT FOR TERMS AND CONDITIONS CONTAINED THEREIN.

7. PERPETUAL RIGHT OF WAY AGREEMENT

DATED: DECEMBER 7, 1973
RECORDED: DECEMBER 26, 1973
ENTRY NO.: 2590224
BOOK/PAGE: 3484/57
BETWEEN: MAIN PARKING MALL, A UTAH CORPORATION AND RAY ECKER AND HAROLD S. ECKER, AS PARTNERS OPERATING UNDER THE NAME AND STYLE OF ECKER'S
*SEE DOCUMENT FOR TERMS AND CONDITIONS CONTAINED THEREIN.

8. PERPETUAL RIGHT OF WAY AGREEMENT

DATED: DECEMBER 7, 1973
RECORDED: DECEMBER 26, 1973
ENTRY NO.: 2590226
BOOK/PAGE: 3484/60
BETWEEN: MAIN PARKING MALL, A UTAH CORPORATION AND WESTON E. HAMILTON, MEYRL W. HAMILTON, WILLIAM P. HARLIN, MARY LOUISE HARLIN, HARRIS J. ASHTON, ANGELA M. ASHTON, ELIZABETH E. SIMMONS, ILENE J. WAGNER, AND GERALDINE C. CALLISTER
*SEE DOCUMENT FOR TERMS AND CONDITIONS CONTAINED THEREIN.

9. PERPETUAL RIGHT OF WAY AGREEMENT

DATED: SEPTEMBER 18, 1974
RECORDED: DECEMBER 4, 1974
ENTRY NO.: 2669178
BOOK/PAGE: 3736/192
BETWEEN: MAIN PARKING MALL, A UTAH CORPORATION AND I.J. WAGNER, ABE WAGNER AND LEONA WAGNER
*SEE DOCUMENT FOR TERMS AND CONDITIONS CONTAINED THEREIN.

10. NOTICE OF LEASE IN REAL PROPERTY

DATED: JANUARY 26, 1996
RECORDED: JUNE 27, 1996
ENTRY NO: 6394028
BOOK/PAGE: 7432/553
LESSOR: CLIFT BUILDING PARTNERSHIP
LESSEE: WESTERN PCS II
PURPOSE: SEE DOCUMENT FOR TERMS AND CONDITIONS CONTAINED THEREIN.

ASSIGNMENT OF LEASE

RECORDED: OCTOBER 19, 2015
ENTRY NO: 12152848
BOOK/PAGE: 10371/1620
ASSIGNOR: THE CLIFT BUILDING, LLC
ASSIGNEE: 10 CLIFT, LLC
*SEE DOCUMENT FOR TERMS AND CONDITIONS CONTAINED THEREIN.

ROOFTOP LEASE AGREEMENT

DATED: JANUARY 26, 1996
RECORDED: DECEMBER 14, 1999
ENTRY NO: 7533447
BOOK/PAGE: 8329/5321
LESSOR: CLIFT BUILDING PARTNERSHIP
LESSEE: WESTERN PCS II CORPORATION
PURPOSE: SEE DOCUMENT FOR TERMS AND CONDITIONS CONTAINED THEREIN.

11. ANY AND ALL UNRECORDED RIGHTS OR CLAIMS IN THE SUBJECT PROPERTY OF WHICH NOTICE IS GIVEN BY VIRTUE OF THE FOLLOWING ITEMS DISCLOSED BY THAT CERTAIN SURVEY PREPARED BY MCNEIL ENGINEERING, HAVING BEEN CERTIFIED UNDER THE DATE OF JANUARY 21, 2019, BY DENNIS K. WITHERS, A REGISTERED LAND SURVEYOR NO. 6135190 TO WIT:
- A) OVERHANG ON THE EAST, WEST, AND SOUTH
 - B) ENCROACHMENT OF IMPROVEMENTS UNDER EXISTING SIDEWALK ON THE SOUTH AND EAST
 - C) DRAINAGE GRATE