

RECORDING REQUESTED BY AND
WHEN RECORDED MAIL TO:

W12-13-2N-1W
08-051-0127, 0133, 0022, 0023, 0114, 0118
08-051-0124, 0130, 0134, 0120

E 1428485 B 2336 P 539
JAMES ASHAUER, DAVIS CNTY RECORDER
1998 AUG 3 10:25 AM FEE 22.00 DEP SHM
REC'D FOR ASSOCIATED TITLE COMPANY

MEMORANDUM OF AGREEMENT

Shepard Creek Properties, L.L.C., a Utah limited liability company ("SCP") and Excel Legacy Corporation, a Delaware corporation ("Legacy") have entered into that certain Development Agreement dated as of July 31, 1998 (the "Development Agreement"). The Development Agreement pertains to the real property located in Davis County, Utah and more particularly described in Exhibit A, B, C, D, & E attached hereto and incorporated herein by reference (the "Property").

This Memorandum of Agreement is prepared for the purpose of recordation and imparting notice of the Development Agreement, and is not intended to, nor shall it in any way modify the Development Agreement. In the event of any conflict between the provisions of this Memorandum of Agreement and the provisions of the Development Agreement, the provisions of the Development Agreement shall control.

Dated as of July 31, 1998

SHEPARD CREEK PROPERTIES, L.L.C., a Utah limited liability company

By: [Signature]
Its: Manager

By: _____
Its: _____

EXCEL LEGACY CORPORATION, a Delaware Corporation

By: [Signature]
Its: VP

By: _____
Its: _____

LEGAL DESCRIPTION EXHIBITS
[To Both Land Loan Agreement and Development Agreement]

Each of the parcels of real property described in the following Exhibits is located in Davis County, Utah.

W¹/₂-13-3N-1W

08-051-0127

EXHIBIT A

The "Business Park Parcel":

All that fractional portion of Section 13, Township 3 North, Range 1 West, Salt Lake Base and Meridian, more particularly described as follows:

Commencing at the Northwest corner of said Section 13; thence South 00°12'06" East, along the West line of said Section 13, a distance of 1,482.87 feet; thence South 88°52'42" East 347.61 feet; thence North 72°22'00" East 679.30 feet; thence South 48°37'29" East for 261.11 feet; thence South 21°15'52" East for 389.95 feet to the true point of beginning of the parcel herein described; thence South 21°15'52" East 415.26 feet; thence South 14°34'30" West 221.74 feet; thence South 01°07'29" West 208.86 feet; thence North 89°27'31" West for 68.42 feet; thence South 00°36'19" West for 13.87 feet; thence North 89°58'33" West for 82.94 feet; thence South 00°39'18" West for 151.40 feet; thence South 89°41'44" East for 81.63 feet; thence South 89°58'33" East 68.37 feet; thence South 01°07'29" West 403.70 feet; thence North 89°32'45" West 35.30 feet; thence South for 206.08 feet; thence North 89°34'29" West for 587.70 feet; thence South 34°29'26" West for 73.91 feet; thence North 01°07'05" East 601.65 feet; thence with a curve to the left, having a radius of 80.00 feet and a central angle of 164°34'41" (chord bearing and distance of North 32°47'55" East 158.55 feet); thence Northeasterly along the arc of said curve 229.79 feet; thence with a curve to the right, having a radius of 50.00 feet and a central angle of 50°36'31" (chord bearing and distance of North 24°11'10" West 42.74 feet); thence Northwesterly along the arc of said curve 44.16 feet; thence North 01°07'05" East for 568.99 feet; thence with a curve to the left, having a radius of 332.50 feet and a central angle of 39°59'36" (chord bearing and distance of North 18°52'43" West 227.41 feet); thence Northwesterly along the arc of said curve 232.09 feet; thence North 38°52'31" West for 104.75 feet; thence North 89°48'57" East for 633.41 feet to the point of beginning.

LESS AND EXCEPTING from the above legal description that portion of the above Parcel described in Exhibit B as the "SBP Parcel."

Containing a net area of 17.8564 acres.

EXHIBIT B

E 1428485 B 2336 P 541

The "SBP Parcel":

All that fractional portion of Section 13, Township 3 North, Range 1 West, Salt Lake Base and Meridian, more particularly described as follows:

Commencing at the Northwest corner of said Section 13; thence South 00°12'06" East, along the West line of said Section 13, a distance of 1,482.87 feet; thence South 88°52'42" East, 347.61 feet; thence North 72°22'00" East 679.30 feet; thence South 48°37'29" East 261.11 feet; thence South 21°15'52" East 389.95 feet to the true point of beginning of the parcel herein described; thence South 21°15'52" East 198.50 feet; thence South 89°59'42" West 51.11 feet; thence South 03°35'19" East 118.26 feet; thence South 89°48'57" West 522.49 feet; thence North 01°07'05" East 5.94 feet; thence with a curve to the left having a radius of 332.50 feet, a central angle of 39°59'36" (chord bearing and distance of North 18°52'43" West 227.41 feet); thence Northwesterly along the arc of said curve for 232.09 feet; thence North 38°52'31" West 104.75 feet; thence North 89°48'57" East 633.41 feet to the point of beginning.

Containing 3.9691 acres.

EXHIBIT C

The "Farr Parcel":

08-051-0133

All that fractional portion of Section 13, Township 3 North, Range 1 West, Salt Lake Base and Meridian, more particularly described as follows:

Commencing at the Northwest corner of said Section 13; thence South 00°12'06" East, along the West line of said Section 13, a distance of 1482.87 feet; thence South 88°52'42" East 347.61 feet; thence North 72°22'00" East 86.23 feet to the true point of beginning of the parcel herein described; thence North 72°22'00" East 593.07 feet; thence South 48°37'29" East 261.11 feet; thence South 21°15'52" East 389.95 feet; thence South 89°48'57" West 633.41 feet; thence North 38°52'31" West 358.88 feet; thence with a curve to the right having a radius of 265.50 feet and a central angle of 19°35'52" (chord bearing and distance of North 29°04'35" West 90.37 feet); thence Northwesterly along the arc of said curve 90.81 feet to the point of beginning.

Containing 7.3907 acres.

EXHIBIT D

The "PBA Parcel":

All that fractional portion of Section 13, Township 3 North, Range 1 West, Salt Lake Base and Meridian, more particularly described as follows:

Commencing at the Northwest corner of said Section 13; thence South $00^{\circ}12'06''$ East, along the west line of said Section 13, a distance of 468.75 feet to a point on the south line of 66 foot wide Shepard Lane; thence, along the south line of said Shepard Lane, South $89^{\circ}41'42''$ East 572.38 feet to the POINT OF BEGINNING; thence South for 333.45 feet; thence South $89^{\circ}43'17''$ East for 395.96 feet; thence South $03^{\circ}37'15''$ East for 477.66 feet; thence South $72^{\circ}22'00''$ West for 593.07 feet to the beginning of a nontangent curve, having a radius of 265.50 feet, whose center bears North $70^{\circ}43'21''$ East, with a central angle of $20^{\circ}23'56''$ (chord bearing and distance of North $9^{\circ}04'41''$ West 94.03 feet) and for an arc distance of 94.53 feet; thence North $1^{\circ}07'17''$ East for 315.01 feet; thence Northwesterly along a curve to the left having a radius of 182.50 feet, a central angle of $45^{\circ}59'06''$ (chord bearing and distance of North $21^{\circ}52'16''$ West 142.57 feet) and for an arc distance of 146.47 feet; thence North $44^{\circ}51'48''$ West for 295.20 feet; thence Northwesterly along a curve to the right having a radius of 117.50 feet, a central angle of $45^{\circ}00'00''$ (chord bearing and distance of North $22^{\circ}21'48''$ West 89.93 feet) and for an arc distance of 92.28 feet; thence North $00^{\circ}08'12''$ East for 129.41 feet; thence Northeasterly along a curve to the right having a radius of 35.00 feet, a central angle of $66^{\circ}33'35''$ (chord bearing and distance of North $33^{\circ}24'59''$ East 38.41 feet) and for an arc distance of 40.66 feet; thence South $89^{\circ}41'42''$ East for 421.86 feet to the POINT OF BEGINNING.

08-051-0022, 0023, 0114, 0118

Containing 10.924 acres.

08-051-0124, 0130, 0134

EXHIBIT E

The "Church Parcel" (Being a Portion of a Larger Parcel Sometimes Also Called the Church Parcel):

All that certain real property lying in Section 13, Township 3 North, Range 1 West, Salt Lake Base and Meridian, more particularly described as follows:

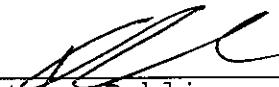
Commencing at the Northwest corner of said Section 13, Thence South $00^{\circ}12'06''$ East along the west line of said Section 13 for 1482.87 feet to a point on the south line of 60 foot wide 1060 North Street; thence along the south line of said 1060 North Street, South $88^{\circ}52'42''$ East for 3.67 feet to the easterly boundary of Oakridge Country Club Estates "Plat III", said point being the POINT OF BEGINNING; thence North $01^{\circ}07'18''$ East for 339.42 feet; thence South $88^{\circ}52'42''$ East for 343.94 feet; thence South $01^{\circ}07'17''$ West for 219.15 feet; thence with a curve to the left having a radius of 330.50 feet, a central angle of $20^{\circ}04'32''$ (chord bearing and distance of South $08^{\circ}54'59''$ East - 115.21 feet) and for an arc distance of 115.80 feet; thence South $72^{\circ}22'00''$ West for 21.21 feet; thence North $88^{\circ}52'42''$ West for 343.94 feet to the POINT OF BEGINNING.

Containing 2.6988 acres.

pt 08-051-0120

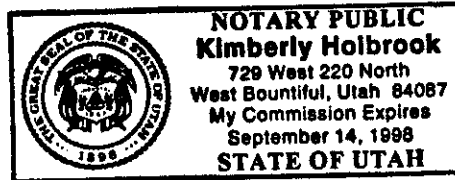
STATE OF UTAH)
)
) ss.
)
COUNTY OF DAVIS)

On this 31st day of July, 1998, personally appeared before me R. KENT BUIE, managing member of SHEPARD CREEK PROPERTIES, L.L.C., a Utah limited liability company, signer of the foregoing instrument, who duly acknowledged to me that he executed the same by authority given the managing member under the Articles of Organization for said limited liability company.



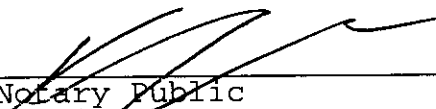
Notary Public

Residing at: _____
Commission Expires: _____



STATE OF UTAH)
)
) ss.
)
COUNTY OF DAVIS)

On this 31st day of July, 1998, personally appeared before me KELLY BURT, who being by me duly sworn did say, that he, the said KELLY BURT, is the Executive Vice-President of EXCEL LEGACY CORPORATION, a Delaware Corporation, and that the within and foregoing instrument was signed in behalf of said corporation by authority of a resolution of its board of directors and said KELLY BURT acknowledged to me that said corporation executed the same.



Notary Public

Residing at: _____
Commission Expires: _____

