

**RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:**

Wells Fargo Bank, National Association
Real Estate Group (AU # 07572)
299 South Main Street
6th Floor
Salt Lake City, Utah 84111

Attn: Eileen Oquendo
Loan No. 105820

CONSENT AND SUBORDINATION OF LIENHOLDER

Wells Fargo Bank, National Association ("Wells Fargo") is the current beneficiary under that certain Deed of Trust with Absolute Assignment of Leases and Rents, Security Agreement and Fixture Filing, recorded April 4, 2008, as Entry No. 334157 in Book 963 at Page 2397, in the Official Records in the Office of the County Recorder of Wasatch County, Utah, as modified (as so modified, "Deed of Trust"). The Deed of Trust encumbers certain real property described on Exhibit A, attached hereto and incorporated herein by this reference.

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which is hereby acknowledged, Wells Fargo consents to the recording of that certain Cross Access and Temporary Construction Easement, Termination of Right-of-Way and Right of First Refusal Agreement dated as of September 30, 2008, between Boyer Heber City, L.C., a Utah limited liability company, and Rita's Fine Mexican Food, Inc., a Wyoming corporation, recorded November 2, 2010, as Entry No. 364139 in Book 1024 at Page 1101, in the Official Records in the Office of the County Recorder of Wasatch County, Utah (the "Cross Access Easement") and subordinates its lien to such document with the result being that the Cross Access Easement shall have priority over the Deed of Trust to the same degree and with the same effect as if the Cross Access Easement had been executed and recorded prior to the execution and recordation of the Deed of Trust. A foreclosure of the Deed of Trust shall not extinguish or impair the existence or priority of the Cross Access Easement.

Dated as of: October 7, 2010

{Signature page follows}

COURTESY RECORDING

This document is being recorded solely as a courtesy and an accommodation to the parties named therein. LANDMARK TITLE COMPANY hereby expressly disclaims any responsibility or liability for the accuracy or the content thereof.

LOAN NO. 105820

PROPERTY DESCRIPTION

Exhibit A to that certain Consent and Subordination of Lienholder, dated as of October 7, 2010, by Wells Fargo Bank, National Association.

All the certain real property located in the County of Wasatch, State of Utah, described as follows:

PARCEL 1:

Lots 3, 4, 5, 6, 7, 8, 9, 10, 11, 12, 13, 14, 15, AND 17 of **VALLEY STATION SUBDIVISION**, according to the official plat thereof recorded August 20, 2008 as Entry No. 339276, in Book 972, at Page 2269 of the official records of the Wasatch County Recorder, Wasatch County, Utah.

PARCEL 2A:

Lots 1, 2 and 3 of **VALLEY STATION 2 SUBDIVISION**, according to the official plat thereof recorded December 14, 2009 as Entry No. 355116, in Book 1006, at Page 790 of the official records of the Wasatch County Recorder, Wasatch County, Utah.

AND

PARCEL 2B:

A part of the Northeast Quarter of Section 7, Township 4 South, Range 5 East, Salt Lake Base and Meridian, U.S. Survey, in Wasatch County, Utah, more particularly described as follows:

Beginning at a point on the Southerly line of the Heber City/Wasatch County Flood Control Channel Parcel as it exists at 45.00 foot width and the Northerly line of Lot 3 of the Valley Station 2 Subdivision as recorded in the office of the Wasatch County Recorder, said point being located 505.77 feet South 0°06'02" East along the Section line and 610.17 feet North 89°33'36" West from the Northeast corner of said Section 7, Township 4 South, Range 5 East, Salt Lake Base and Meridian, and running thence North 89°33'36" West 52.00 feet along the Northerly line of said Lot 3 to a point on the Southerly line of the said Heber City/Wasatch County Flood Control Channel Parcel; thence North 0°26'24" East 21.00 feet; thence South 89°33'36" East 52.00 feet; thence South 0°26'24" West 21.00 feet to the point of beginning.

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[For reference only: Tax Serial Nos. 0VS-0003; 0VS-0004; 0VS-0005; 0VS-0006; 0VS-0007; 0VS-0008; 0VS-0009; 0VS-0010; 0VS-0011; 0VS-0012; 0VS-0013; 0VS-0014; 0VS-0015; 0VS-0017; 0VS-2001; 0VS-2002; 0VS-2003; and OHE-1572-5]