

CTIA#165204 WTTF

Ent 528718 Bk 1432 Pg 1270 - 1274
MARCY M. MURRAY, Recorder
WASATCH COUNTY CORPORATION
2023 Jan 18 02:05PM Fee: \$40.00 TC
For: Cottonwood Title Insurance Agency, In
ELECTRONICALLY RECORDED

TAX ID#S

00-0021-6278
00-0021-6495+
00-0021-6496

This Instrument Prepared by
and After Recording Return to:

Kirton McConkie
50 E. South Temple #400
Salt Lake City, UT 84111
Attn: David Wilson

ASSIGNMENT OF PROFIT-SHARING AGREEMENT
(Benloch Ranch – Phase 4)

This Assignment of Profit-Sharing Agreement (this “Assignment”) is effective as of January 17, 2023 (the “Effective Date”), by and between AJ FIRESIDE PARK CITY LLC, a Delaware limited liability company (“Assignor”), and SDP FINANCIAL 2020, LP, a Delaware limited partnership (“Assignee”), whose address is 1240 East 2100 South, Suite 300, Salt Lake City, Utah 84106. Assignor and Assignee are referred to herein from time to time as the “Parties.”

RECITALS:

- A. Assignor and Cache Private Capital Diversified Fund, LLC, a Nevada limited liability company (“Cache”) are parties to that certain Profit-Sharing Agreement dated September 15, 2021, recorded as Entry No. 507466 (the “Profit-Sharing Agreement”), which affects the real property in Wasatch County, Utah, as more particularly described in the Profit-Sharing Agreement and described on Exhibit A attached hereto (the “Property”).
- B. As consideration for certain agreements contained in that certain Agreement dated December 31, 2022, by and between Assignor, Assignee, and Cache, among other parties, Assignor desires to assign to Assignee, and Assignee desires to accept from Assignor, all right, title, and interest in and to the Profit-Sharing Agreement.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of

1. Assignment. Assignor hereby transfers, assigns, and conveys unto Assignee all right, title, and interest of Assignor in and to the Profit-Sharing Agreement.

2. Assumption. In consideration of the foregoing assignment, Assignee hereby assumes and agrees to perform the obligations of Assignor under the Profit-Sharing Agreement arising on and after the Effective Date.

3. Binding Effect. This Assignment shall inure to the benefit of and be binding upon the Parties and their successors and assigns.

4. Governing Law. The laws of the State of Utah shall govern this Assignment.

[SIGNATURES ON FOLLOWING PAGES]

IN WITNESS WHEREOF, the Parties have executed this Assignment as of the Effective Date.

ASSIGNEE:

**SDP FINANCIAL 2020, LP,
a Delaware limited partnership**

By: Sundance Bay Debt Partners GP, LLC
a Delaware limited liability company, its
General Partner

By: ANDREW PETERSON
Name: ANDREW PETERSON
Title: AUTHORIZED SIGNER

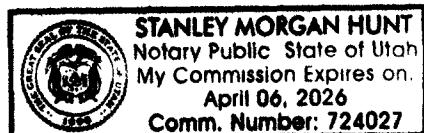
STATE OF UTAH)
COUNTY OF SALT LAKE)

The foregoing instrument was acknowledged before me this 17th day of JANUARY, 2023, by Andrew Peterson, as Authorized Signer of SDP FINANCIAL 2020, LP, a Delaware limited partnership, on behalf of said company.

~~Notary Public~~

Residing at: UTAH

(Seal)



ASSIGNOR:

AJ FIRESIDE PARK CITY LLC,
a Delaware limited liability company

By: 
Name: Jamie Mackay
Title: President

STATE OF Wyoming)
)§
COUNTY OF Teton)

This instrument was acknowledged before me on this 10th day of January, 2023,
by Jamie Mackay, the President of AJ Fireside Park City LLC, a Delaware limited liability
company.

B. Larson, Notary
Title and Rank

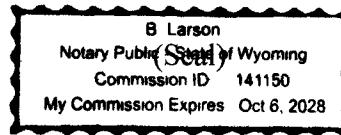


EXHIBIT A

THE FOLLOWING REAL PROPERTY LOCATED IN WASATCH COUNTY, UTAH:

SECTION 2, TOWNSHIP 3 SOUTH, RANGE 5 EAST, SALT LAKE BASE AND MERIDIAN, MORE PARTICULARLY DESCRIBED AS FOLLOWS:

BEGINNING AT THE NORTHEAST CORNER OF SECTION 1, TOWNSHIP 3 SOUTH, RANGE 5 EAST (SAID NORTHEAST CORNER OF SECTION 1 BEING N89°31'27"E 16027.88 FEET FROM THE SOUTHWEST CORNER OF SECTION 34, TOWNSHIP 2 SOUTH, RANGE 5 EAST AND BEING THE BASIS OF BEARINGS FOR THIS PROJECT); THENCE S01°18'39"E 2563.63 FEET; THENCE N62°48'28"W 354.89 FEET; THENCE N72°16'42"W 552.74 FEET; THENCE S64°07'21"W 222.61 FEET; THENCE S38°27'45"W 491.96 FEET; THENCE S67°20'38"W 1125.22 FEET; THENCE WEST 227.79 FEET; THENCE N37°42'12"W 163.59 FEET; THENCE N01°06'44"E 404.26 FEET; THENCE N16°50'21"W 394.58 FEET; THENCE N52°14'52"W 346.35 FEET; THENCE N01°09'16"E 1673.29 FEET; THENCE N04°16'28"E 329.79 FEET; THENCE N89°33'35"E 310.29 FEET; THENCE N89°33'13"E 2667.85 FEET TO THE POINT OF BEGINNING.

CONTAINING 183.335 ACRES MORE OR LESS.

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